

MARVEL
ULTIMATE
SPIDER-MAN





MARVEL
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SPIDER-MAN

ORIGIN
STORY





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SPIDER-MAN™

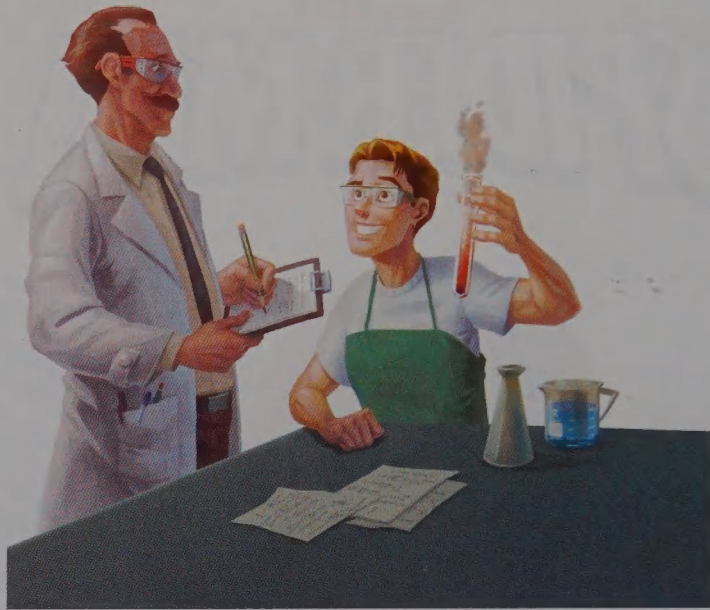


PaRRagon

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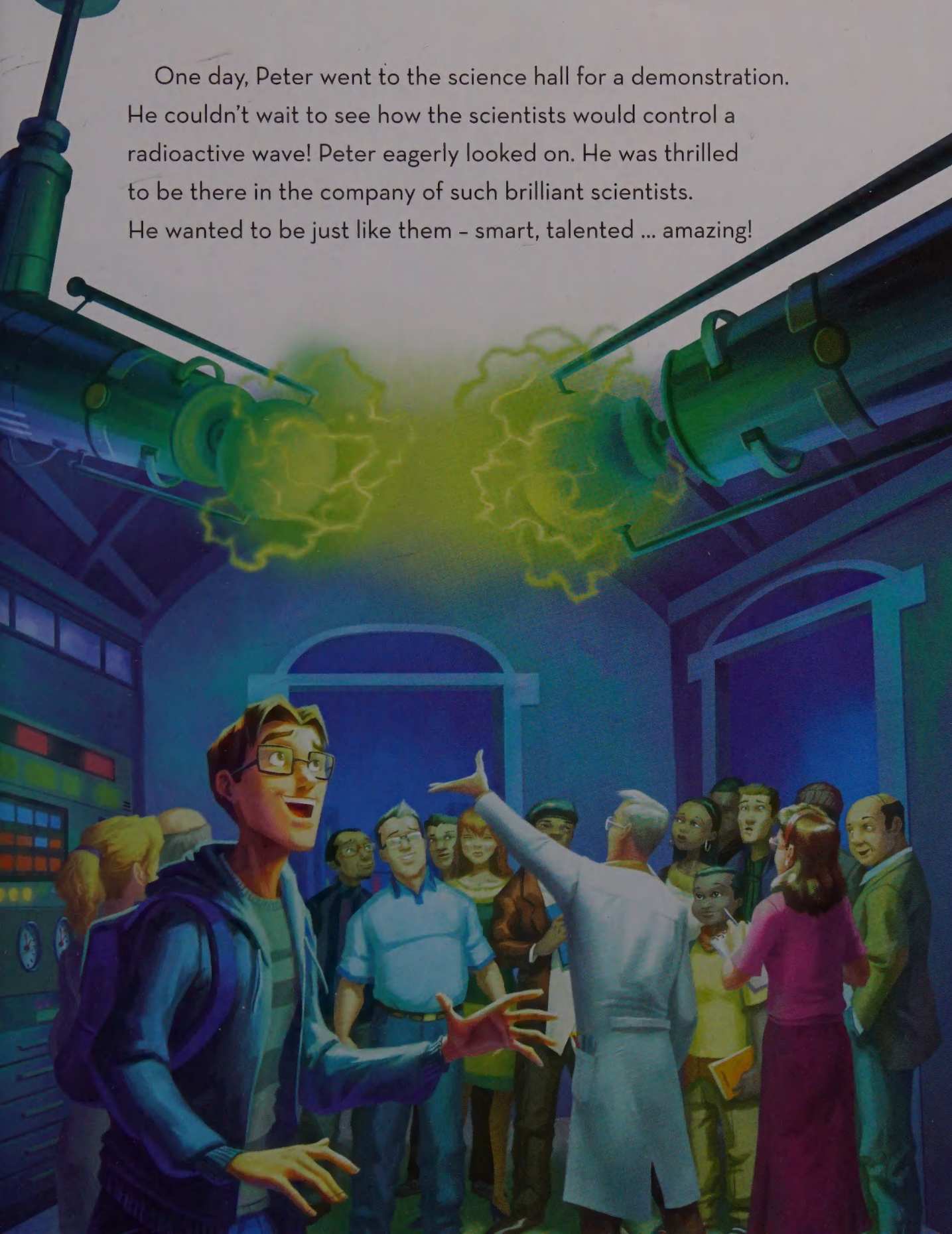
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Peter Parker was a student at Midtown High. He enjoyed all his classes, but science was his favourite. He was the best student Midtown High had seen in many years and his teachers were very proud of him. The only thing Peter loved more than science was his family. He lived with his Aunt May and his Uncle Ben in Queens, New York.



One day, Peter went to the science hall for a demonstration. He couldn't wait to see how the scientists would control a radioactive wave! Peter eagerly looked on. He was thrilled to be there in the company of such brilliant scientists. He wanted to be just like them - smart, talented ... amazing!



Everyone was so fascinated with the demonstration that no one noticed when something unexpected happened. A spider descended between the rays, just as they were activated. And as the radioactive spider fell, dying, it bit the nearest living thing - which happened to be Peter Parker!





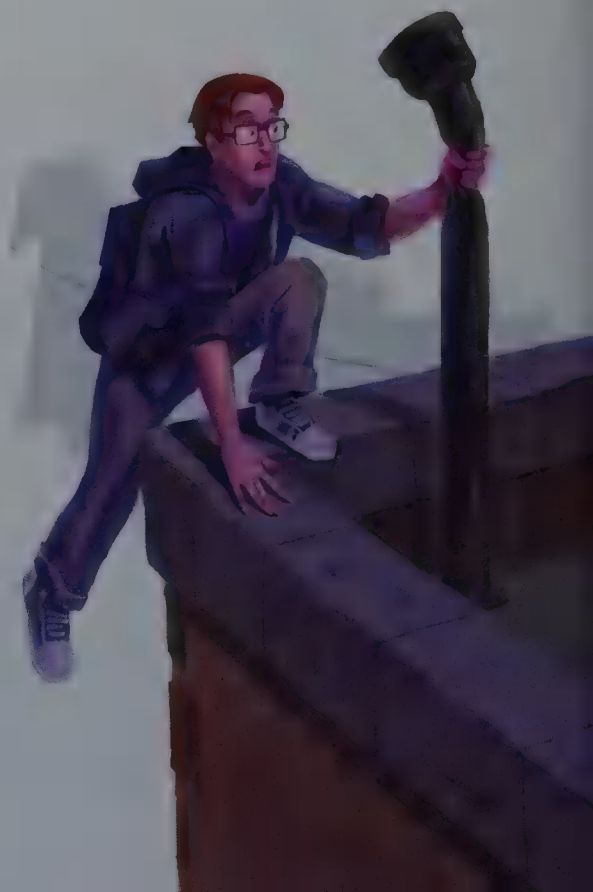
As soon as he was bitten, Peter felt weak and tired. He just wanted to get out of the dark laboratory and into the fresh air. Peter felt a sudden, peculiar tingling in his head. It was an itching, urging, nagging feeling. The only thing he understood about it was that he was meant to react. To do something.





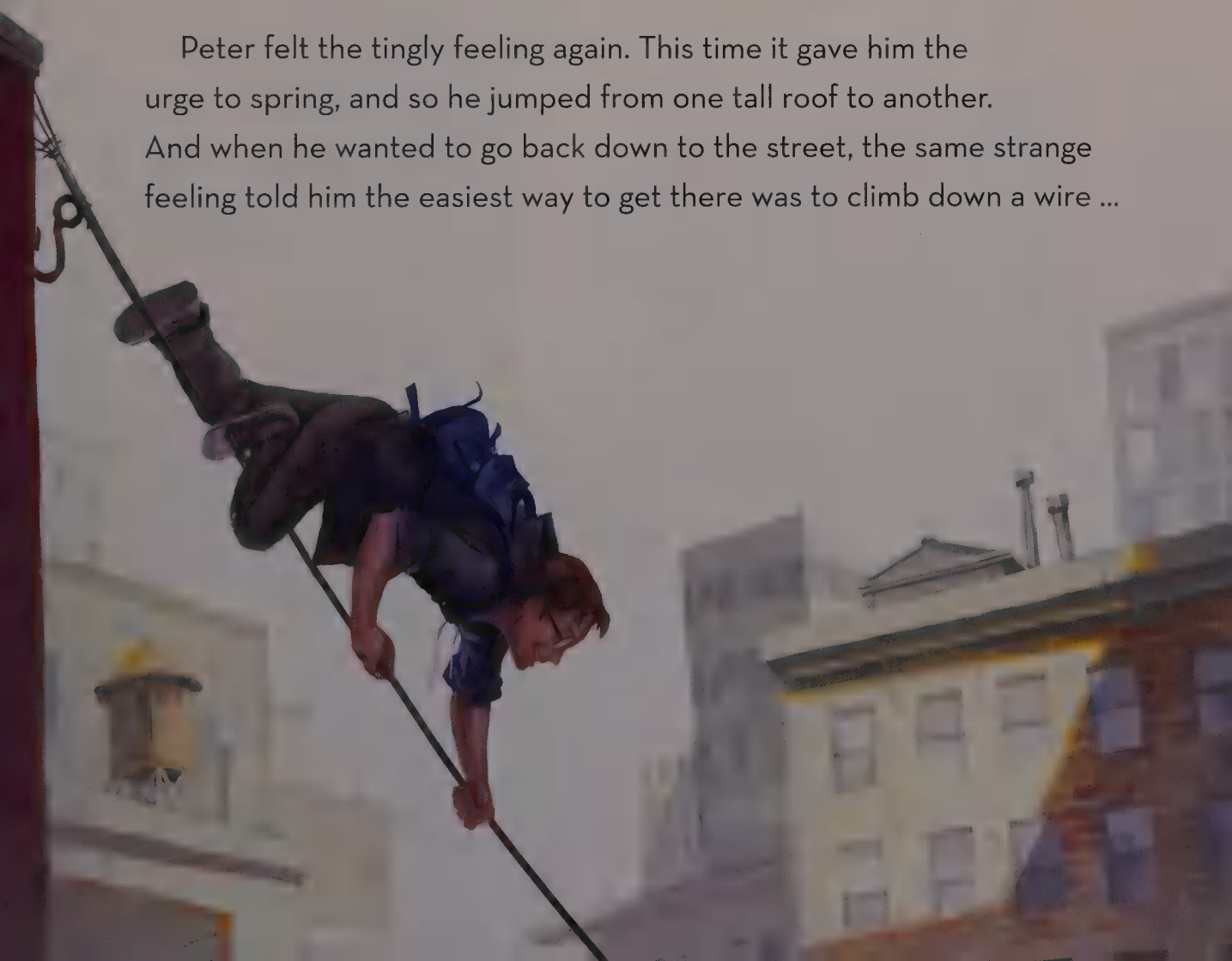
So he did.

Peter was sure he was dreaming.
He couldn't really be climbing up
a wall. Nobody could do that.
When he reached the roof, he grabbed
on to a vent - and crushed it.
But he didn't have that kind of
strength, did he?





Peter felt the tingly feeling again. This time it gave him the urge to spring, and so he jumped from one tall roof to another. And when he wanted to go back down to the street, the same strange feeling told him the easiest way to get there was to climb down a wire ...



Peter stared at himself in amazement. How could this be happening?

He realized he had started to feel different right after being bitten by the spider in the lab. The experiment must have affected the dying creature, and when it bit Peter it had transferred its powers to him.

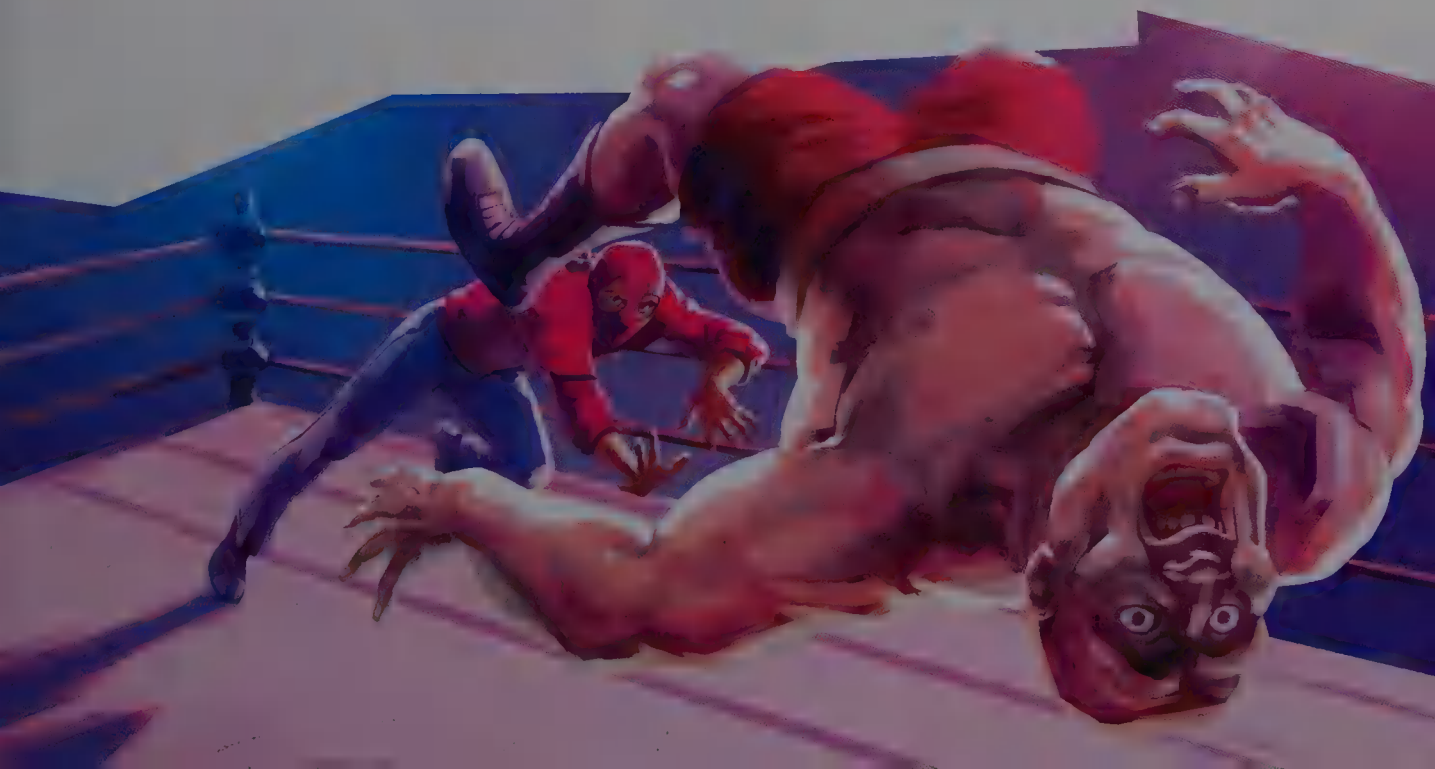
As he wandered home, a sign outside an old wrestling theatre caught his eye. It would be the perfect way to test all of his newfound abilities.





Peter quickly changed into a costume that would hide his true identity, so that no one would make fun of him if his plan didn't work. Then he made his way back across town to the theatre.

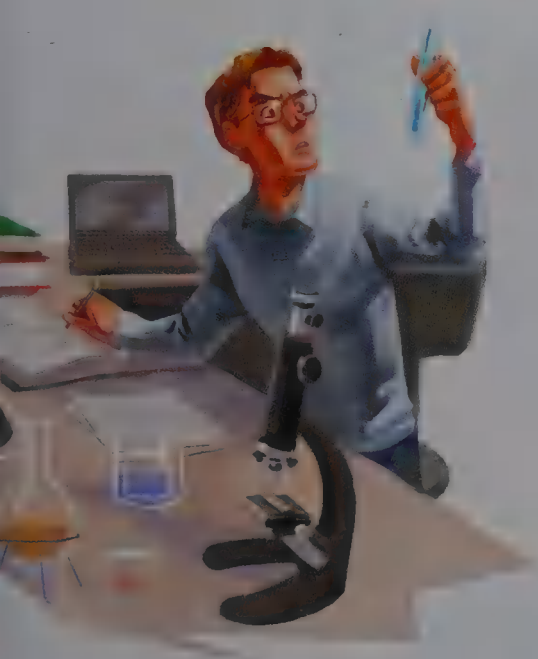
Peter was ready to test his new powers on a brutish wrestler called Crusher Hogan. When Peter challenged him, Crusher Hogan laughed. But Crusher soon found that he was very wrong to do so....



Peter was paid well for the victory. A man in the crowd even asked him if he wanted to be on TV. Things were going great. Plus, Peter had his Aunt May and Uncle Ben at home. His uncle had even saved up for a special microscope that Peter wanted.

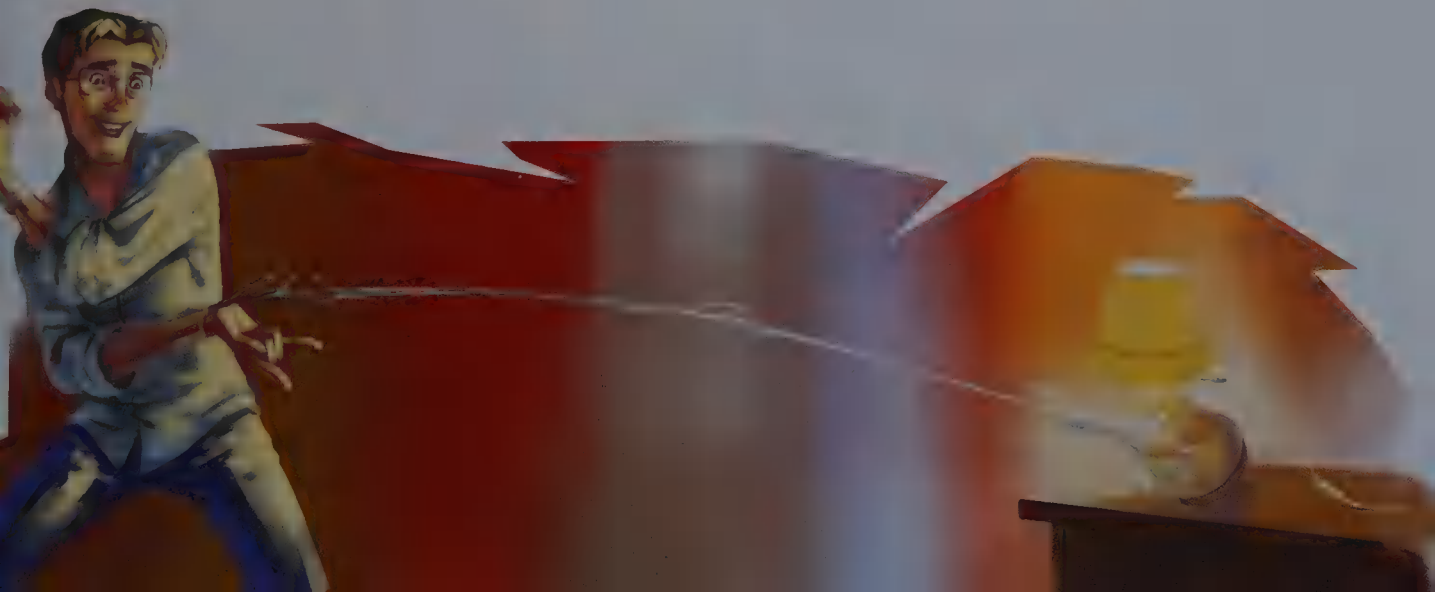
Uncle Ben reminded him that knowledge and science were power. "And with great power comes great responsibility," his uncle added.





Peter was too excited to settle down. He used his new microscope, his chemistry set and his knowledge of science to create a very special fluid. It had the strength and stickiness of a spider's silk. Then he created devices that could spin the fluid into a web, the same way a spider would. He called them his web-shooters.

Finally, he designed a sleek new costume. Now all he needed was a stage name....





SPIDER-MAN!

Peter's TV appearances were a huge hit. After all, who wouldn't be amazed by a Spider-Man climbing up walls and swinging from his own webs?

Soon everyone wanted a piece of Spider-Man. Peter was starting to feel important, wanted ... and powerful. No one would ever be able to push him around again. Not when he had powers like these.



Peter got lost thinking about how wonderful his new life would be. He daydreamed about fame and celebrity. When a security guard called for help at the TV studio, Peter ignored him.

The crook that the guard was chasing raced past Peter and into a lift. The doors closed and the thief escaped, but Peter didn't care. He had great power. From now on, he only needed to look out for one person - himself.



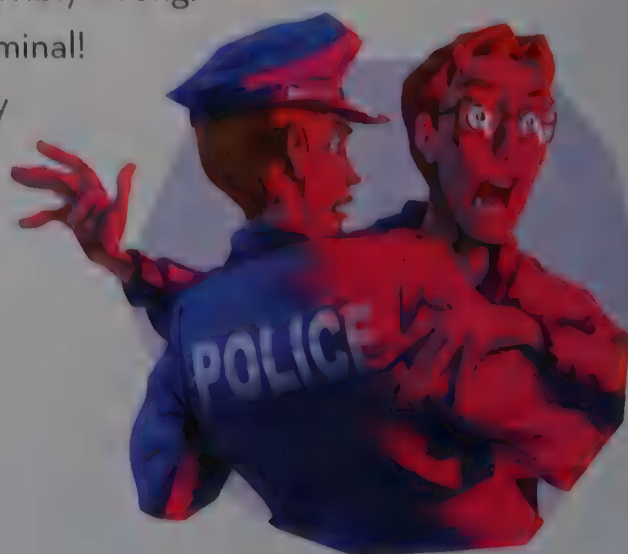


It didn't take long for Peter to forget about the guard and the escaped criminal. In fact, by the time he got home they were the furthest things from his mind. He was just happy to be with people who loved him. And in his spare time, when he wasn't studying or at home with his family, Peter went out as the famous, spectacular Spider-Man!





One night, on his way home from a TV performance, Peter arrived to find something was terribly wrong. His Uncle Ben had been killed by a criminal! The police officers told Peter that they had the crook cornered at an old waterfront warehouse.





Peter ran upstairs, put
on his costume ...

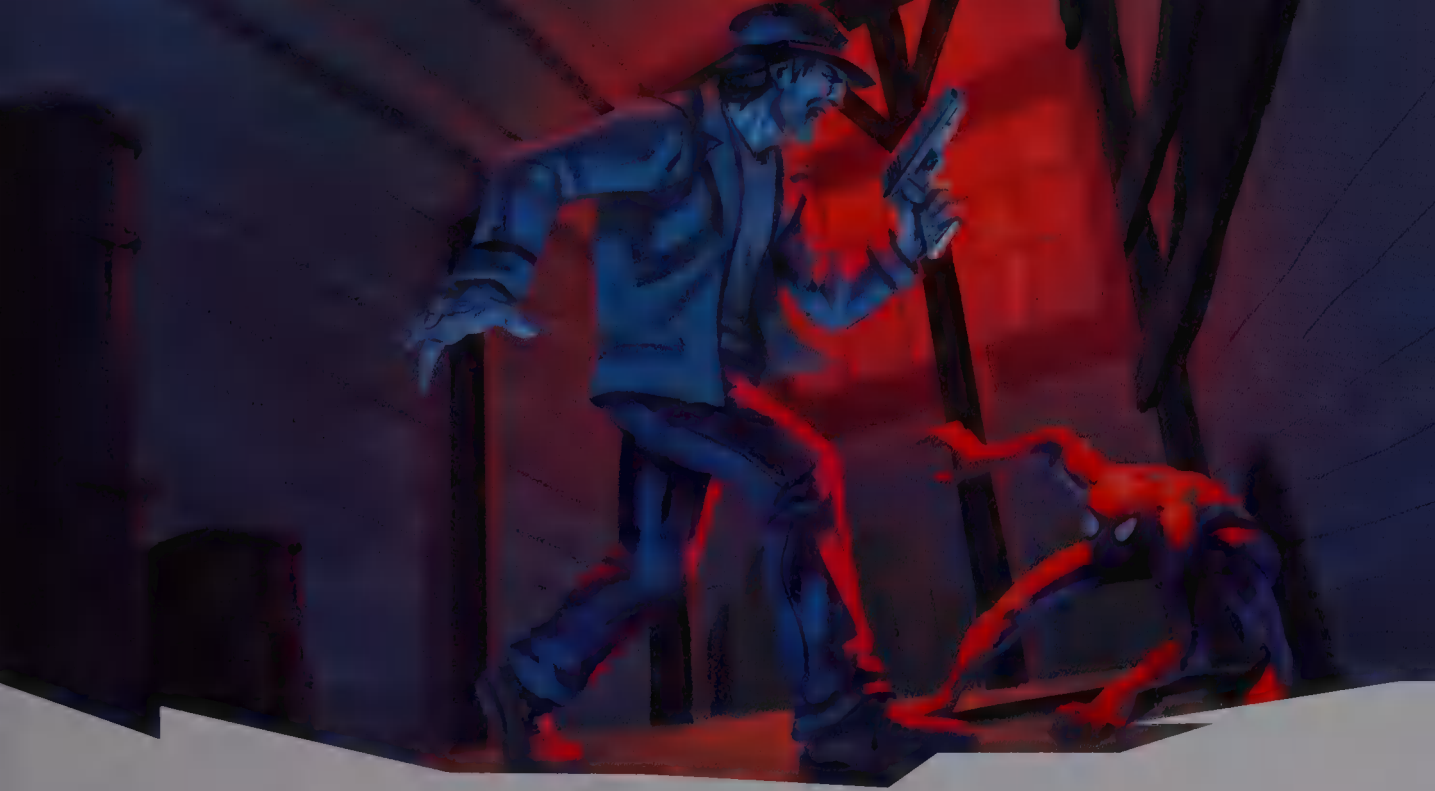




... and swooped over the city to avenge his uncle.
Peter was quicker and more furious than ever.

At last, Peter arrived at the warehouse. He landed on the far wall.





The thief was taken by surprise, and that's when Spider-Man sprang into action!





The crook's hat flew from his head and Peter finally took a good look at him. Peter felt a heavy weight in his chest. It couldn't be. But it was.



The man who had killed his uncle was the same man he had allowed
to escape at the studio.

If only Peter had stopped him then.

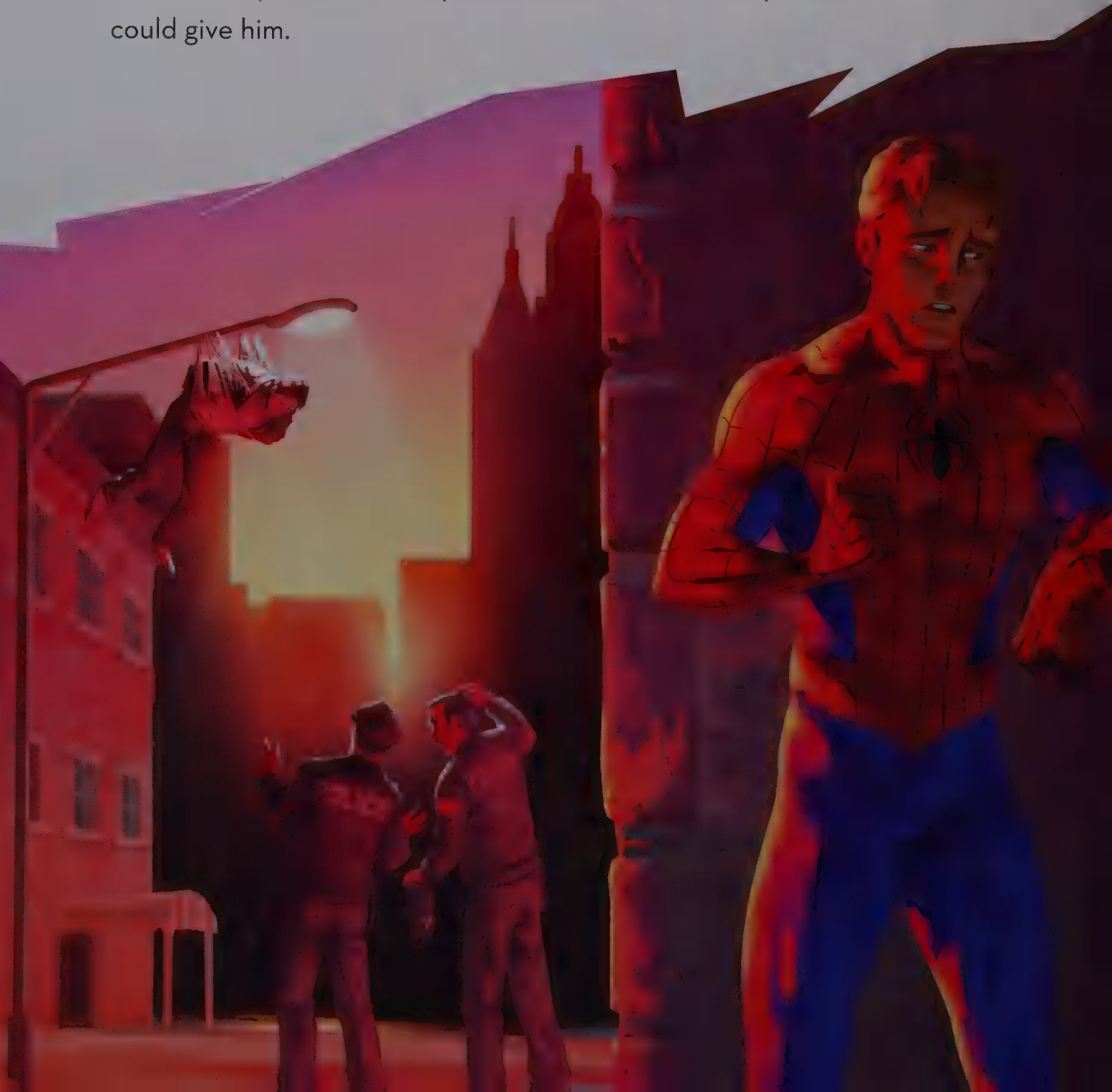
If only he hadn't acted so selfishly!



Stunned, Peter tied up the criminal in webbing and dangled him off a streetlamp for the police to find.

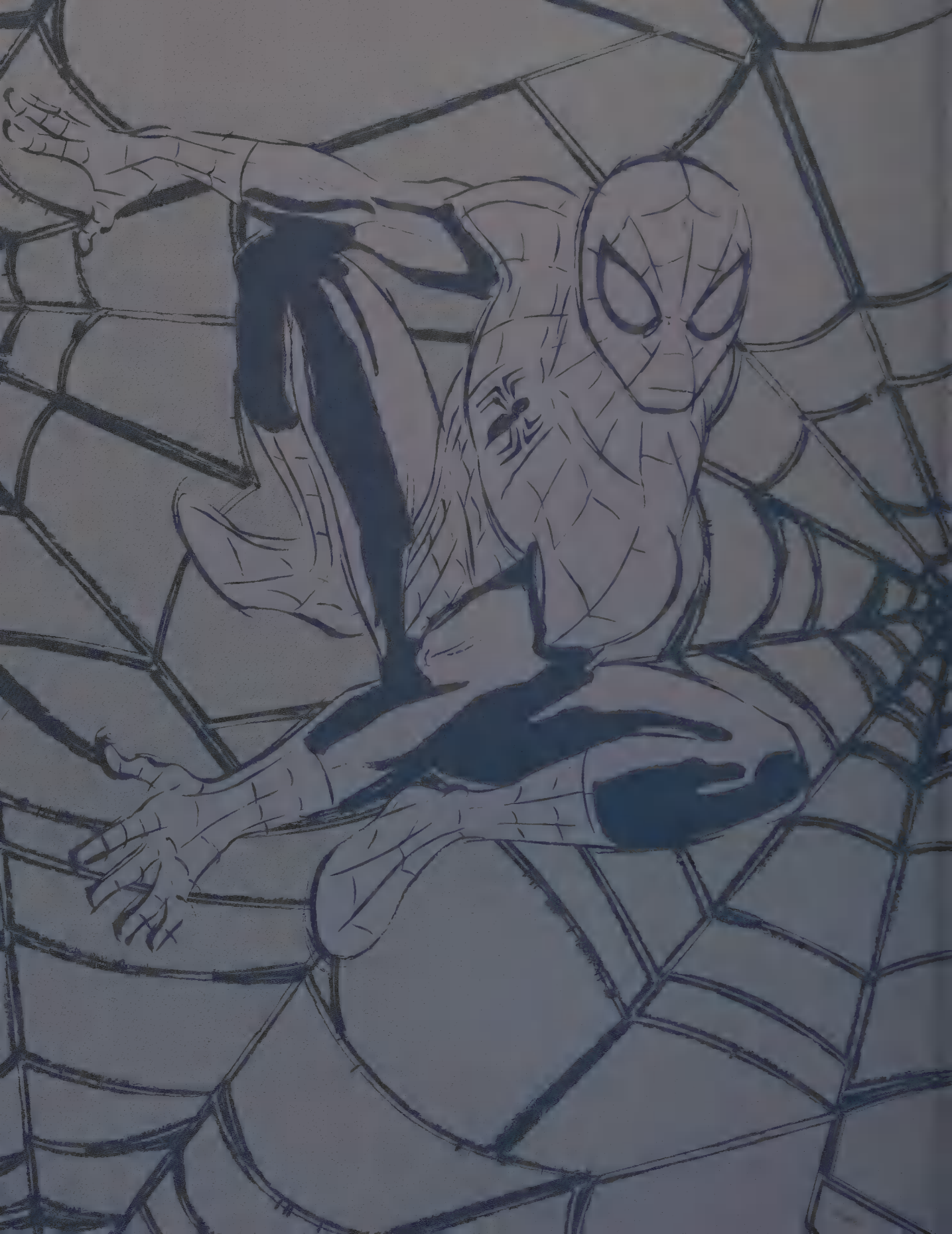
The most he could do now was prevent the thief from hurting anyone else.

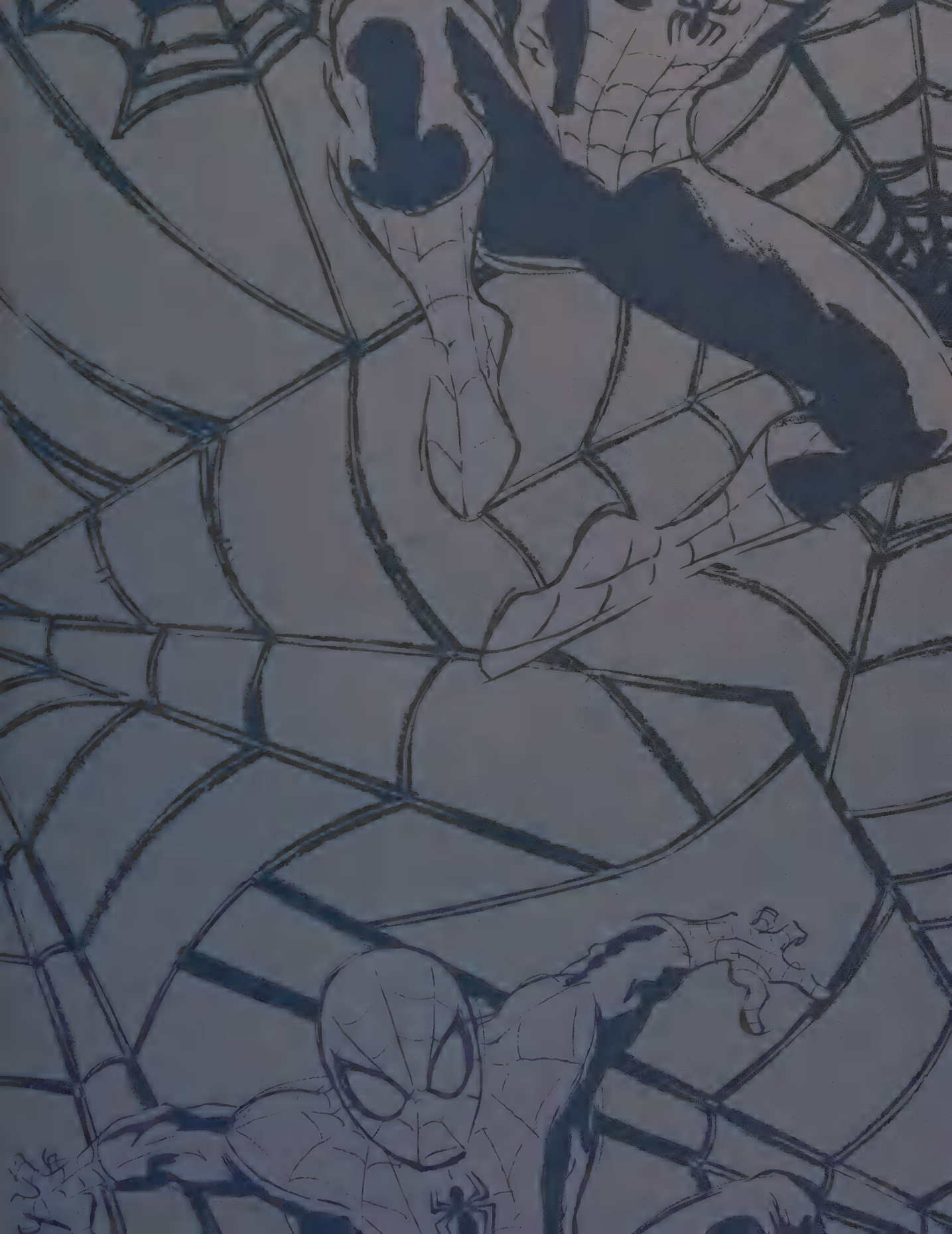
Through the haze of his grief, Peter realized it was not about money or fame or any of the other rewards his power could give him.



He finally understood that what his Uncle Ben had told him was true: with great power comes great responsibility. And that was the rule **Peter Parker** lived by from that day on.









**PETER PARKER WAS JUST A NORMAL
TEENAGER, UNTIL A CHANCE ENCOUNTER
WITH A RADIOACTIVE SPIDER CHANGED HIS
LIFE FOR EVER! WILL PETER COPE WITH
HIS NEW POWERS AND BECOME AN
AMAZING SUPER HERO?**

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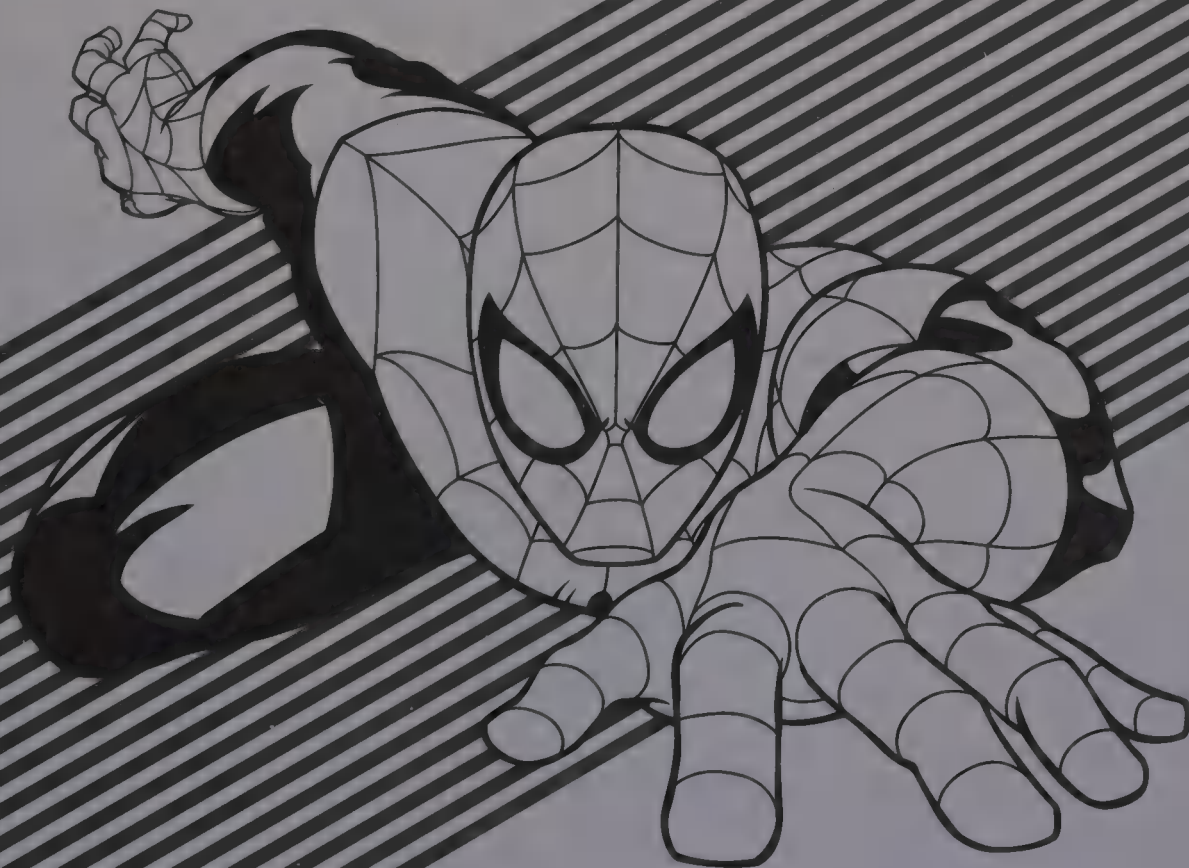
ULTIMATE SPIDER-MAN

HEROIC COLOURING





HEROIC COLOURING

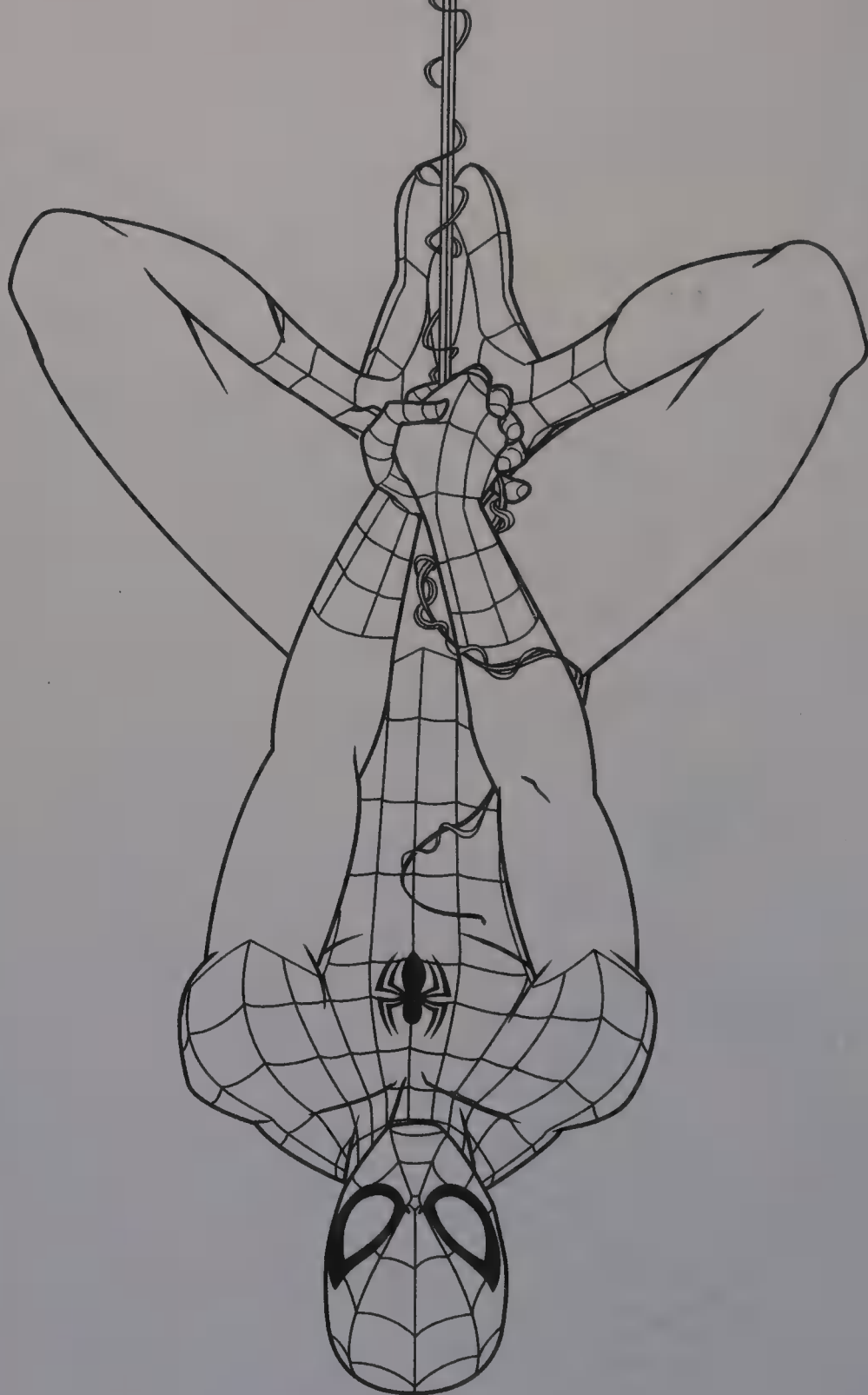


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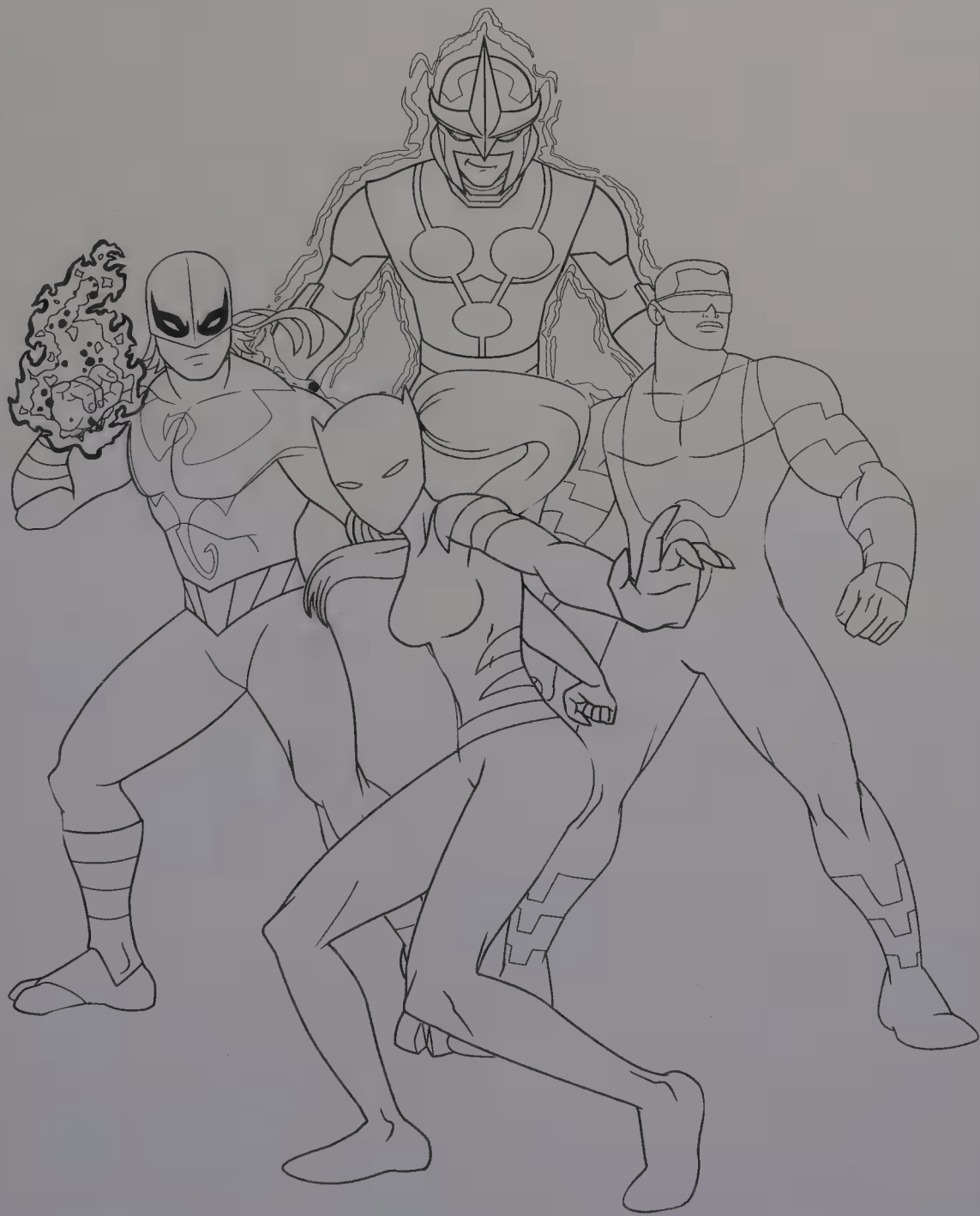
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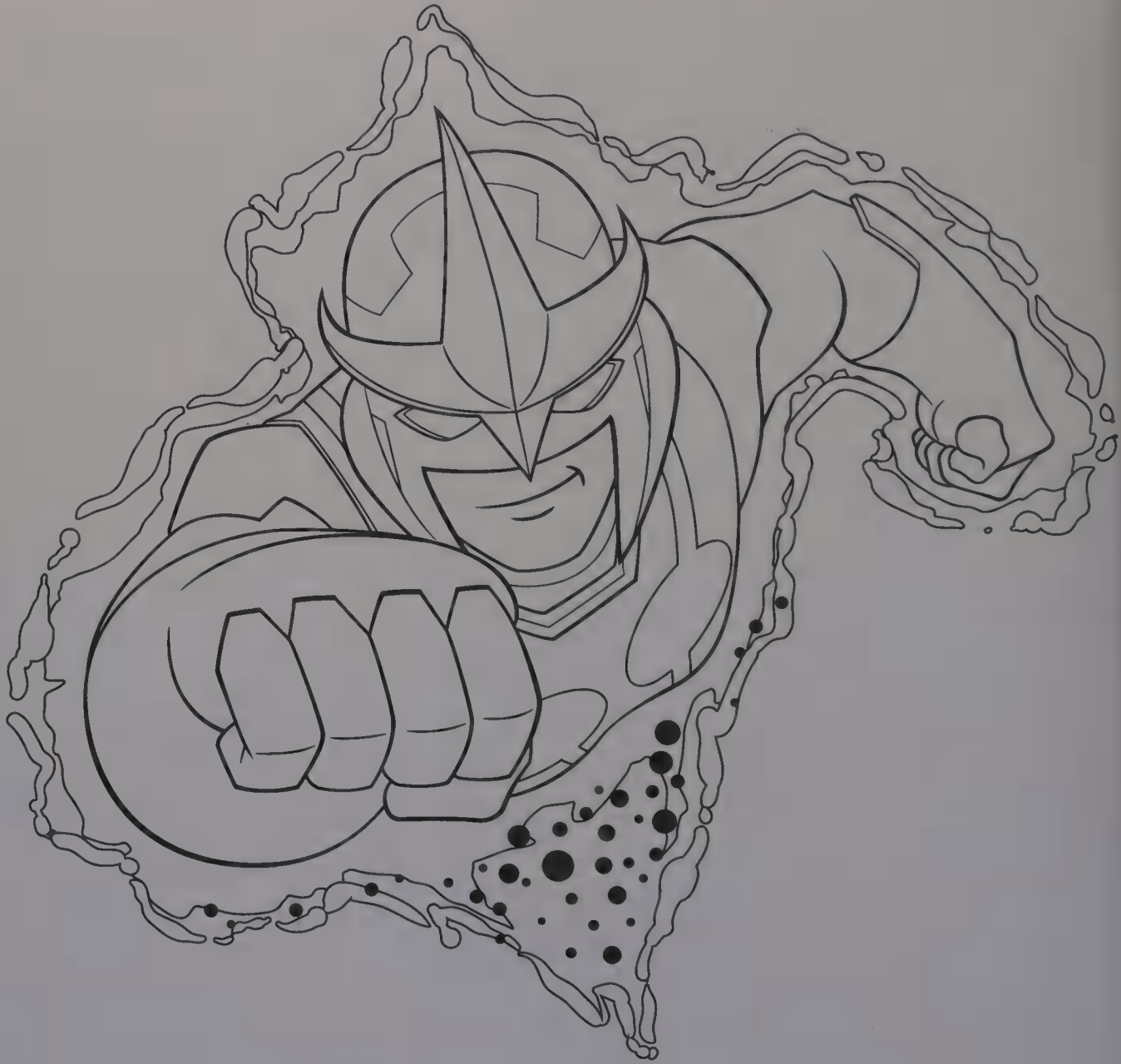
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"I'm your friendly neighbourhood Spider-Man!"



**"Sometimes, I let these heroes help me
stop the bad guys," says Spidey.**



Nova's real name is Sam Alexander. He channels his powers of flight and energy pulses from the cosmic Nova Force.



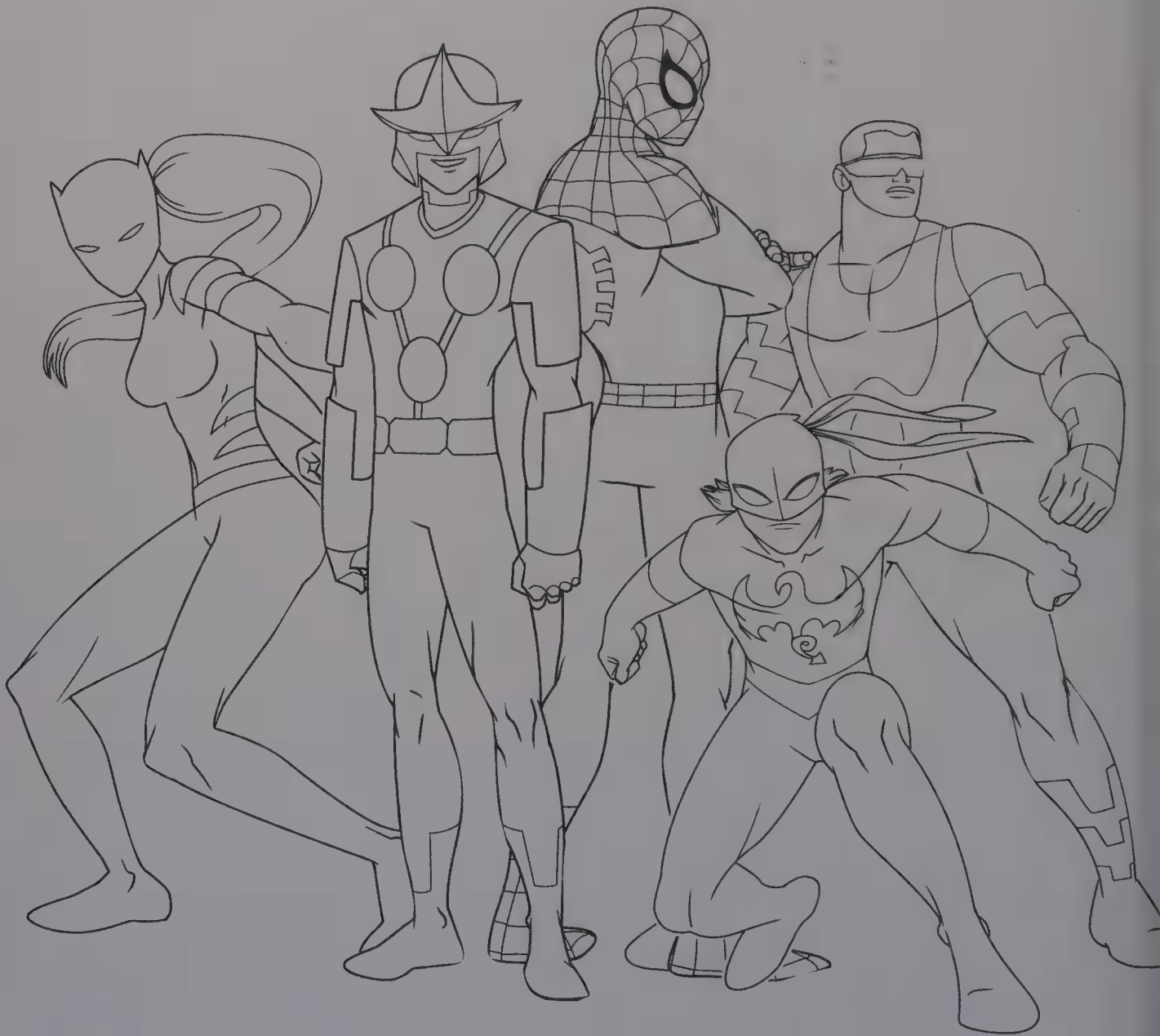
Iron Fist is also known as Daniel Rand. He is a master of mystical martial arts and a skilled acrobat.



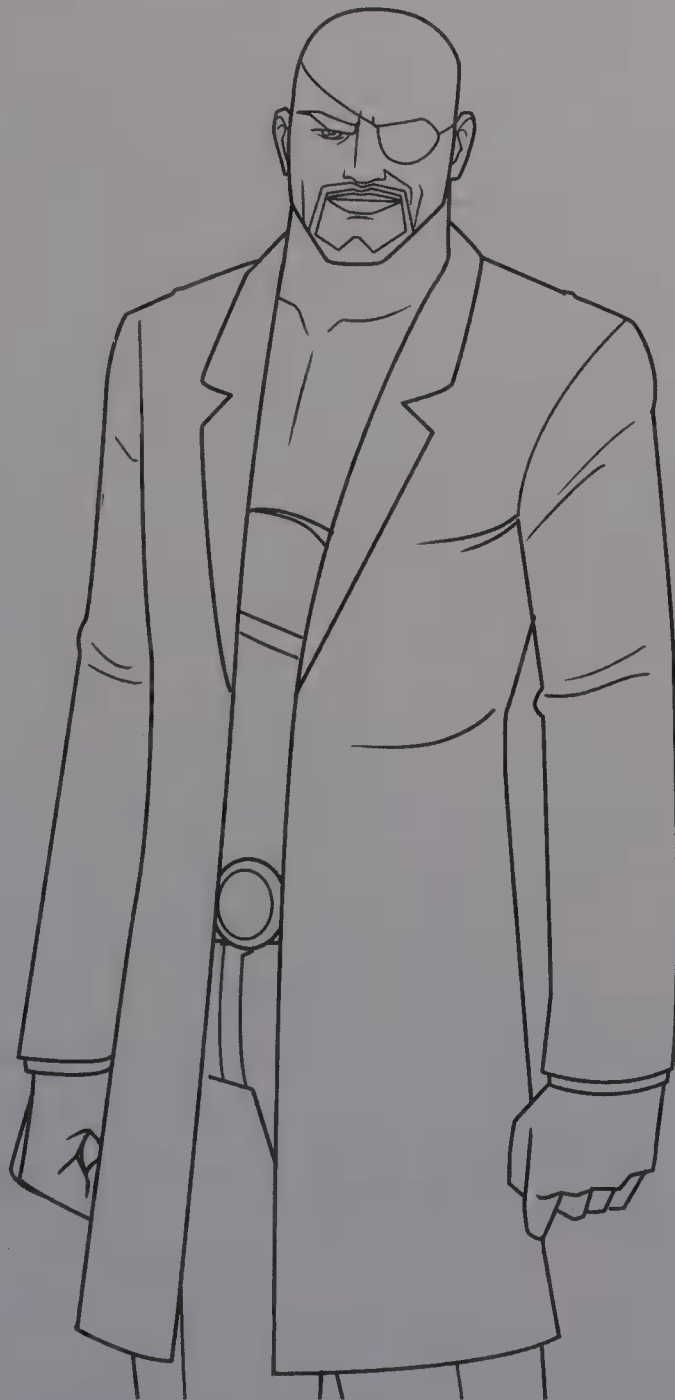
**Luke Cage – Power Man – has enhanced strength,
as well as unbreakable skin and bones!**



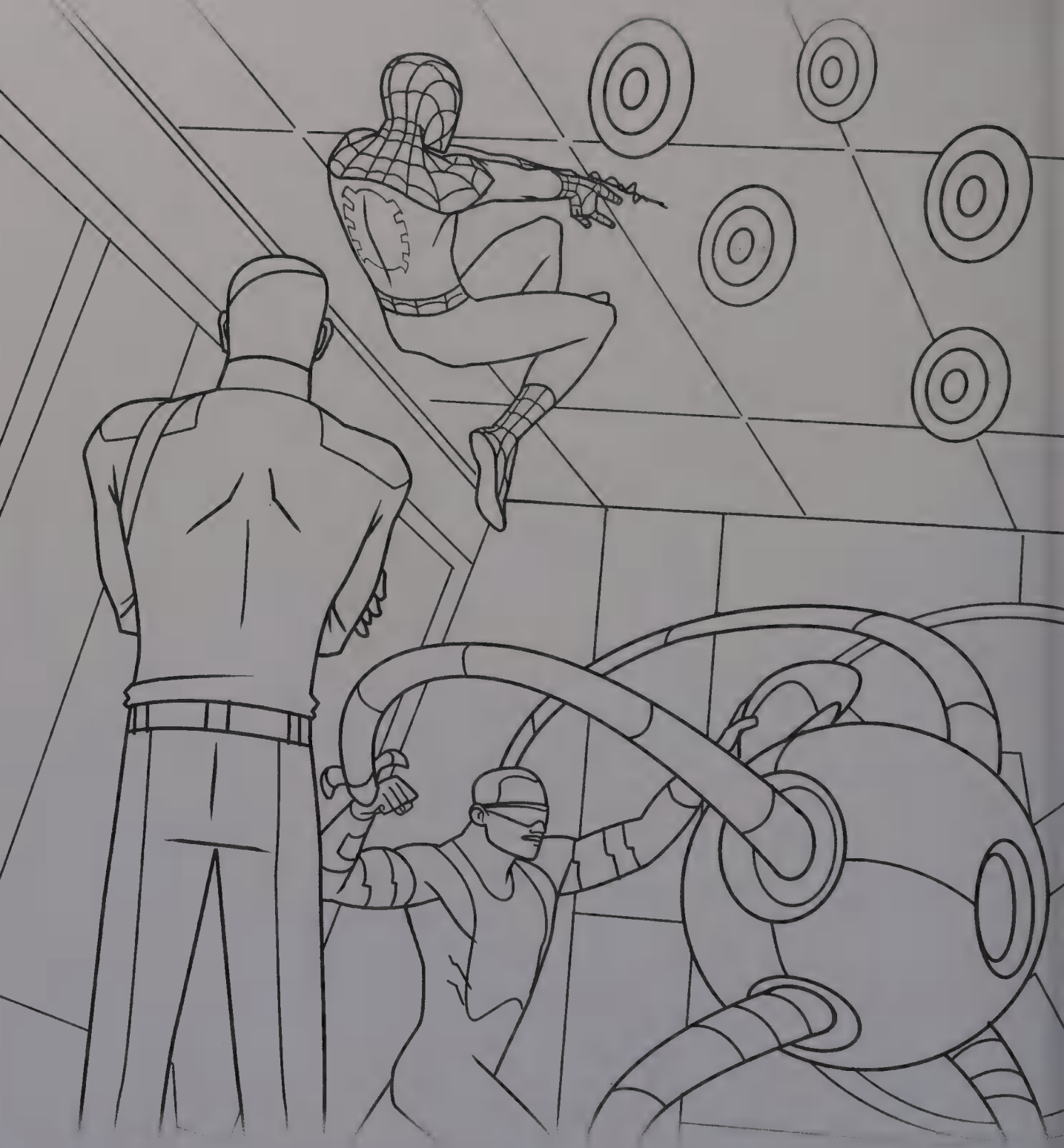
When Ava Ayala uses her amulet she becomes the White Tiger! With cat-like reflexes, she is extremely agile.



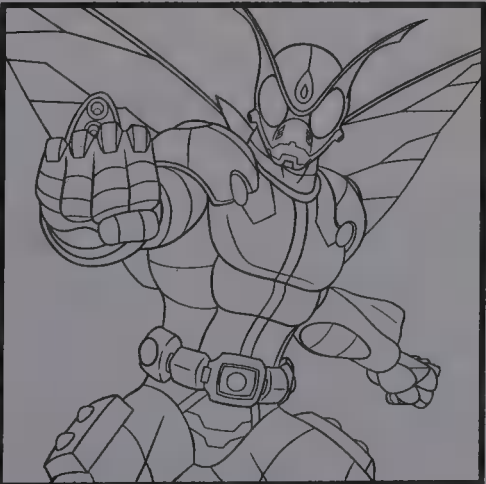
**As individuals, they are all superhuman,
but together they are the Team Heroes!**



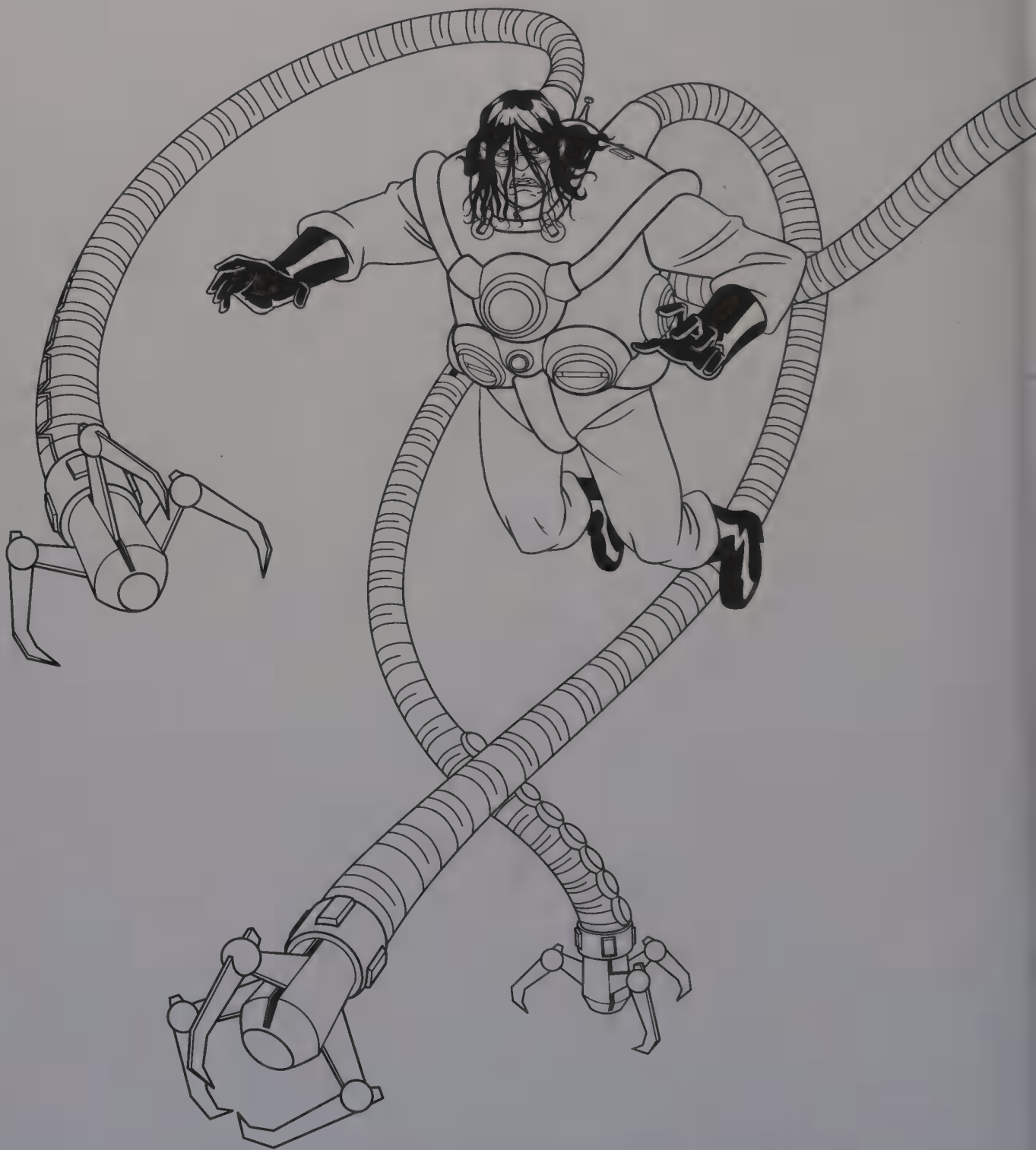
Nick Fury is the director of a government agency known as S.H.I.E.L.D. As a former army ranger, Fury doesn't mess around.



**S.H.I.E.L.D. is training Spider-Man and his friends
to be the ultimate Super Heroes!**



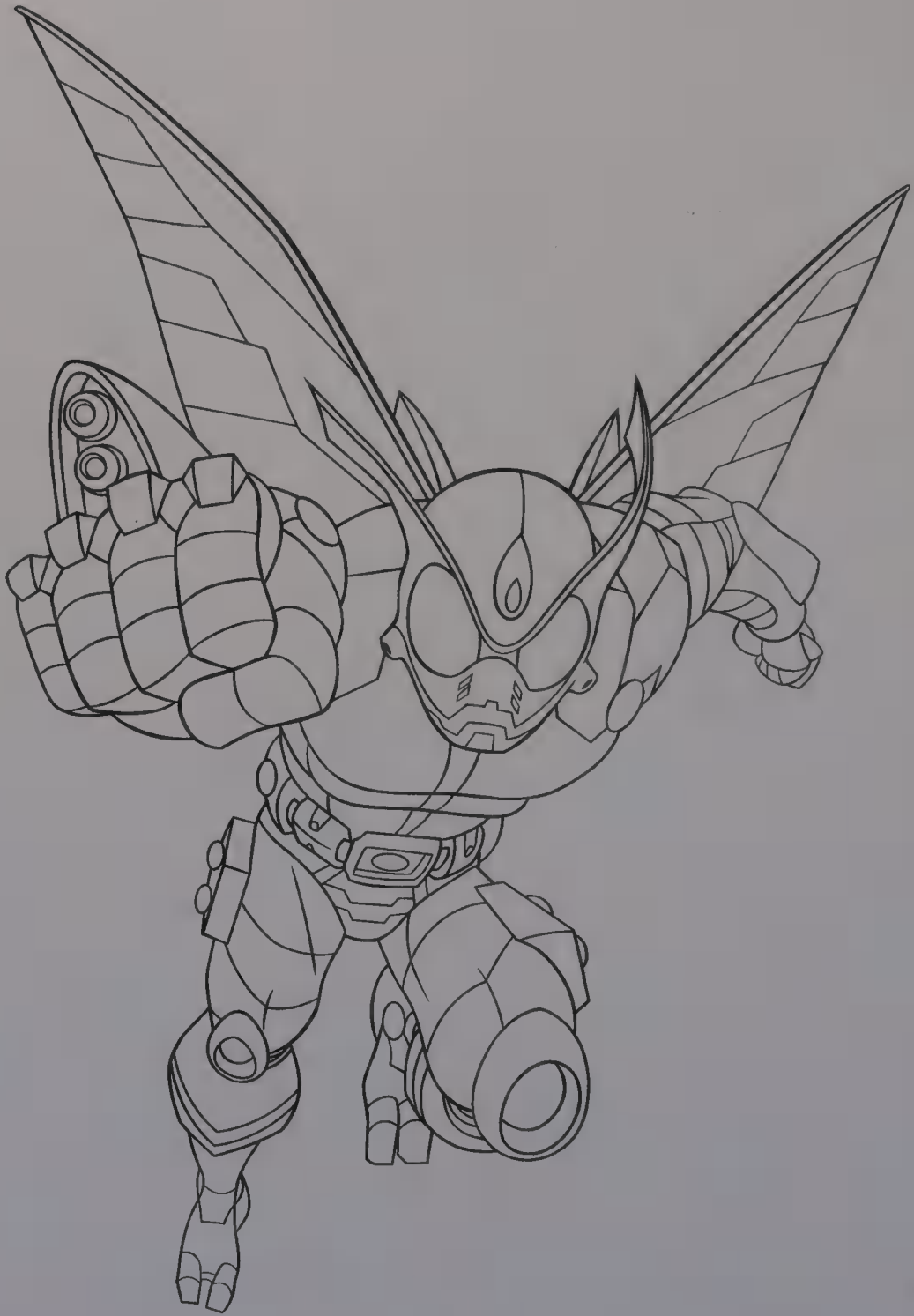
The Team Heroes protect the people of New York from some nasty villains, including the Sinister 6.



**Doctor Octopus is the leader of the Sinister 6.
His tentacles make him a fearsome foe.**



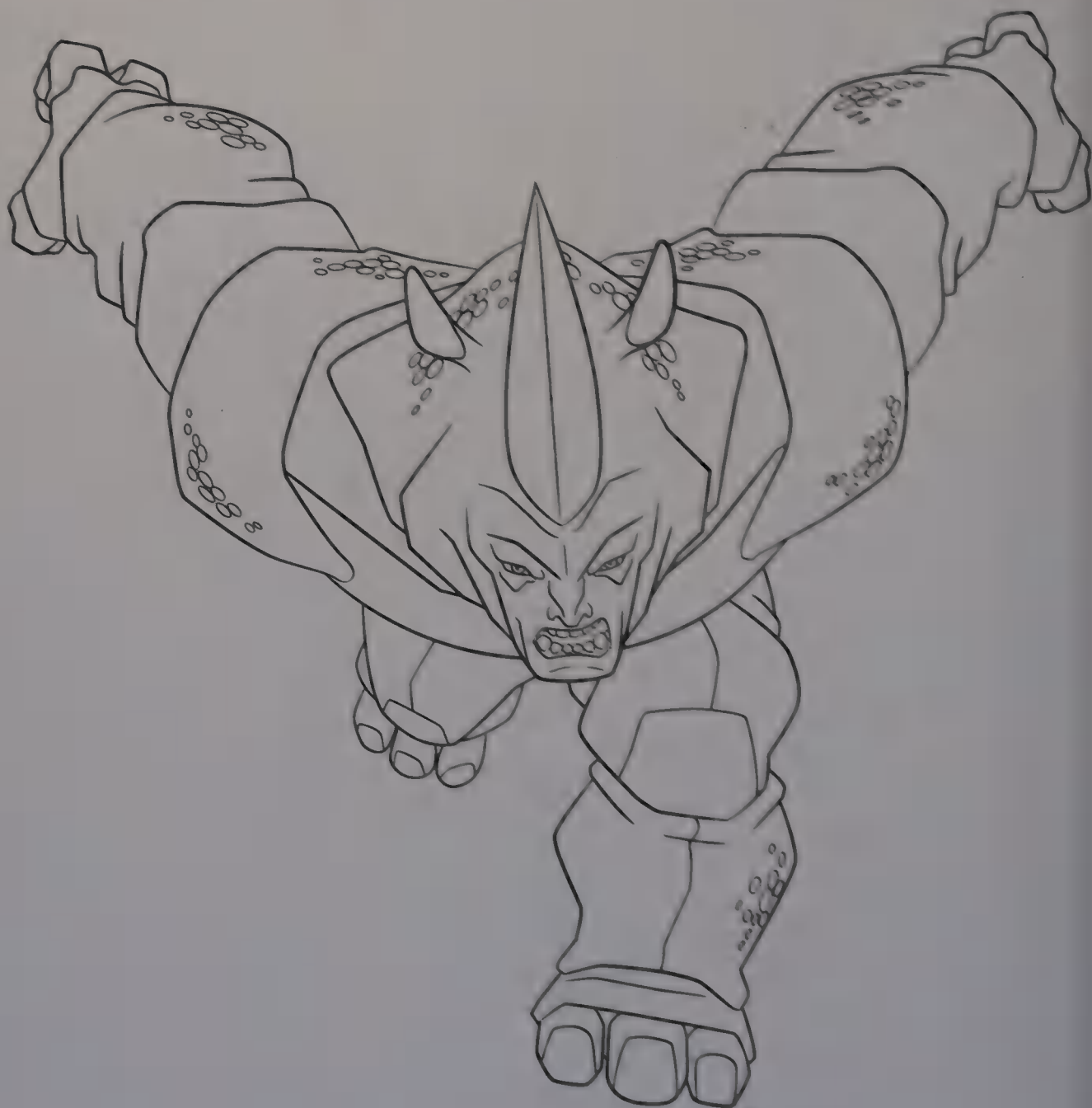
**Before he became the Lizard, Dr Curt Connors
was a S.H.I.E.L.D. scientist.**



**Beetle is a mysterious enemy whose
true identity is unknown.**



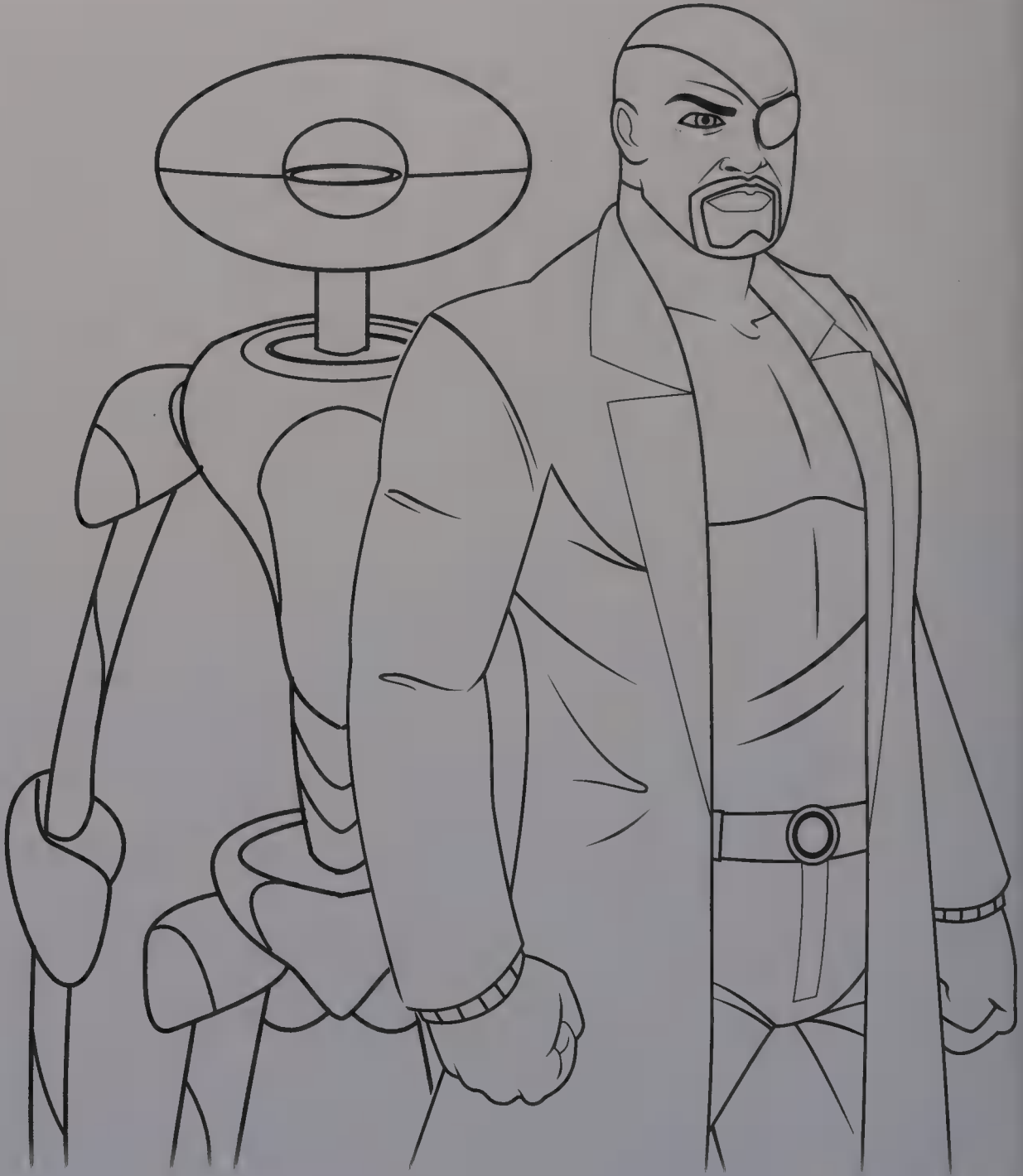
**Electro can control anything
that uses electricity.**



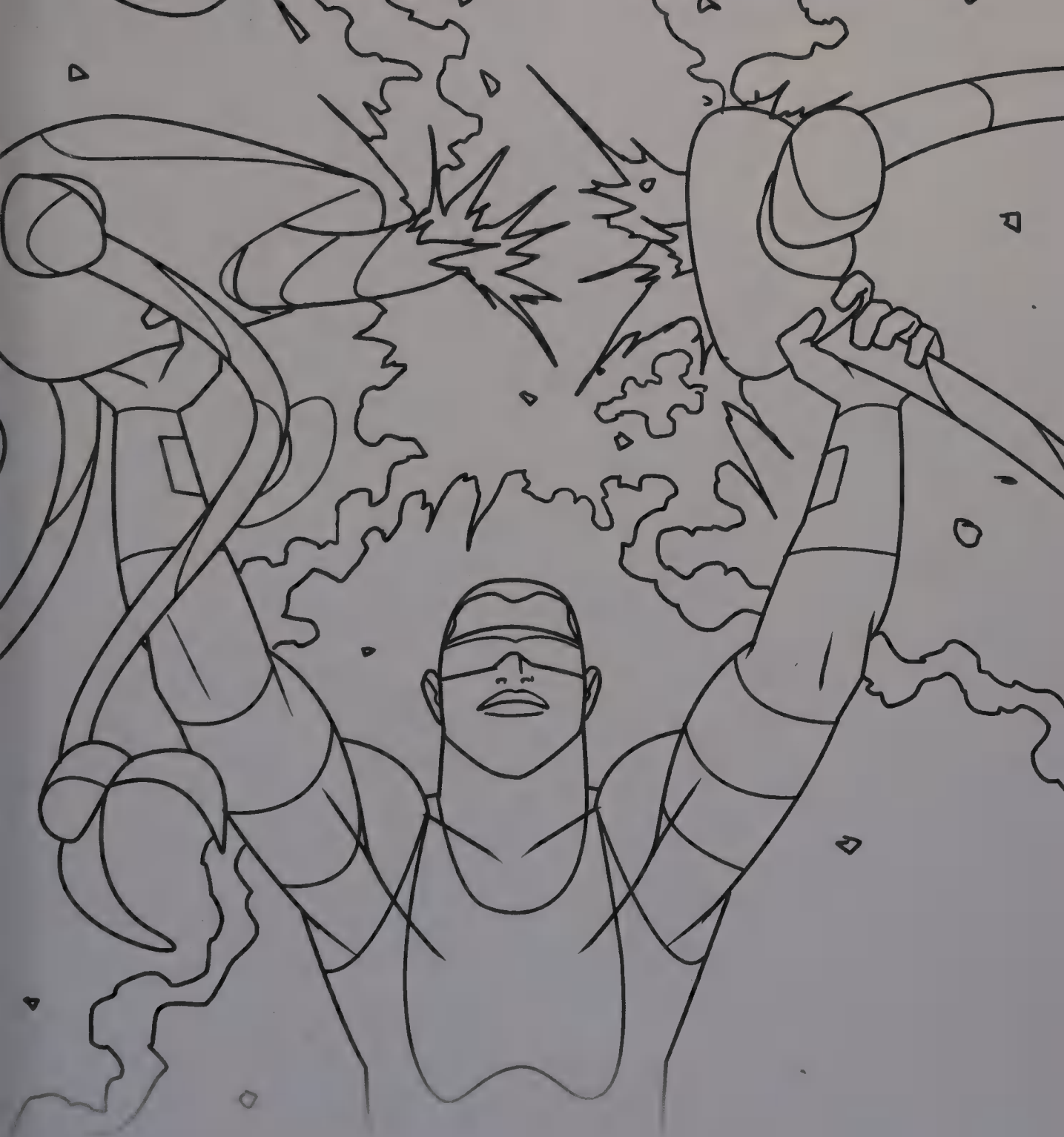
**Until he became Rhino, Alex Aleksei used
to go to school with Peter Parker.**



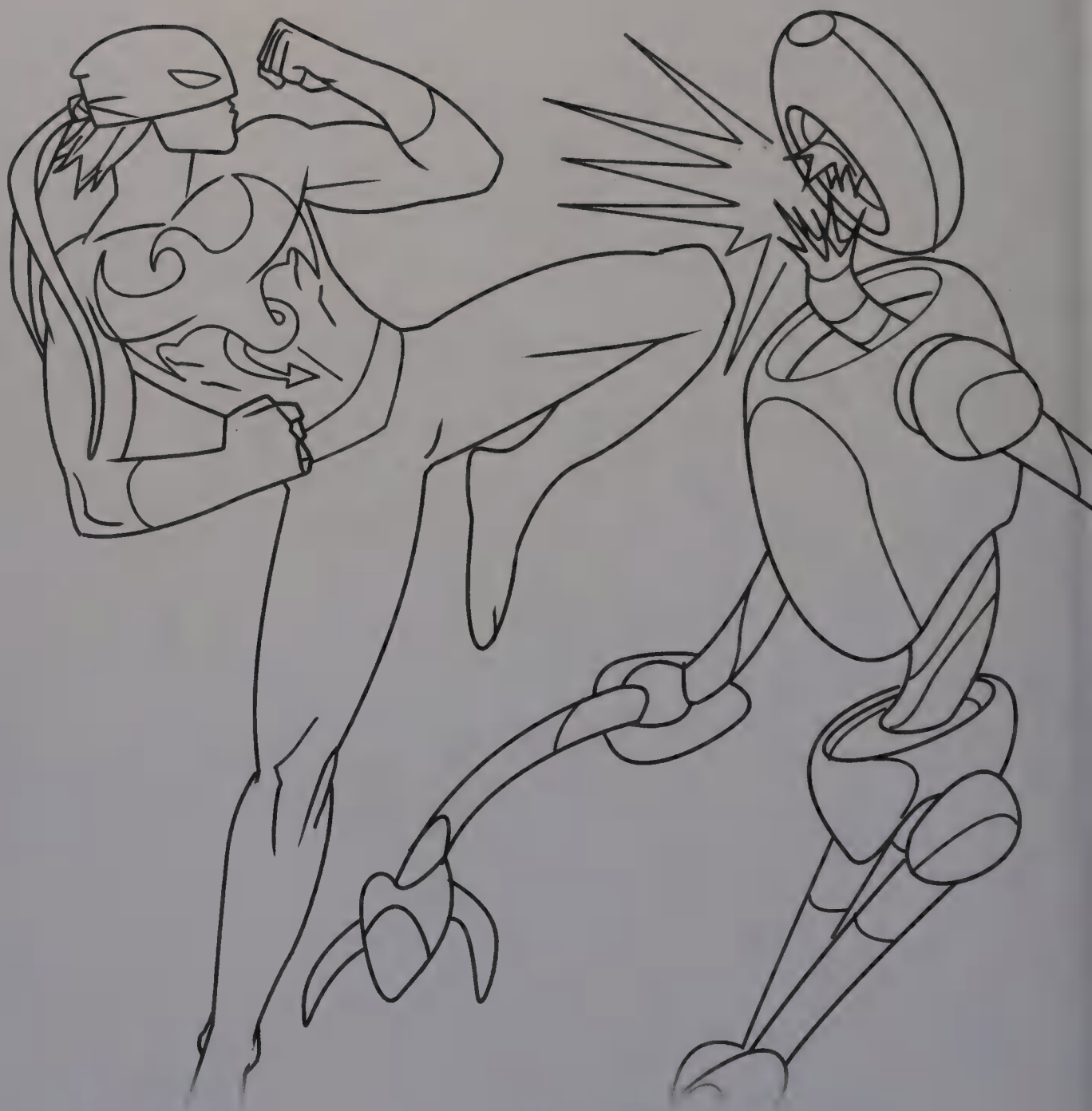
**Kraven the Hunter is equipped with a laser spear,
a laser shield and a laser knife!**



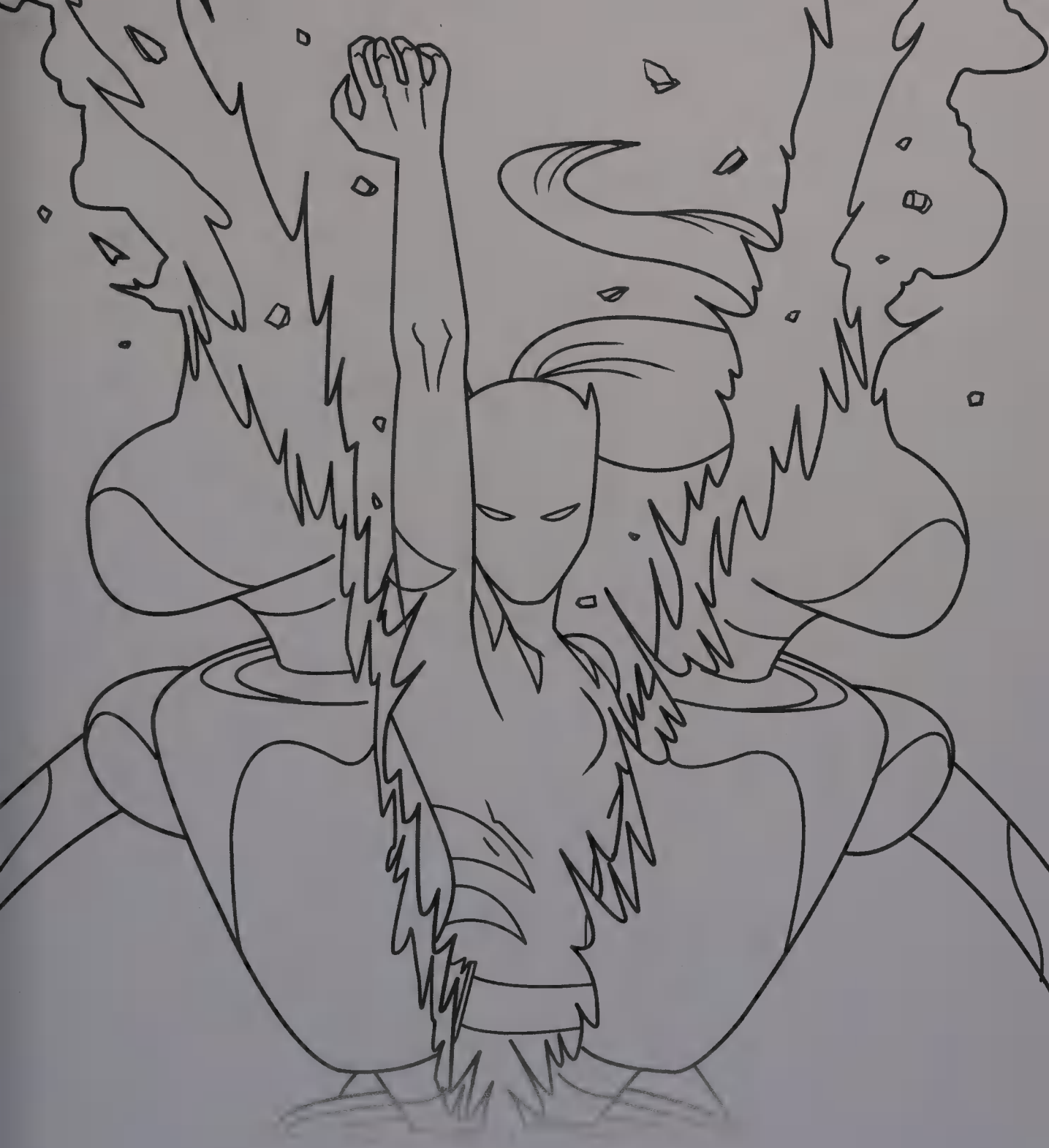
Nick Fury has the Team Heroes fighting robots!



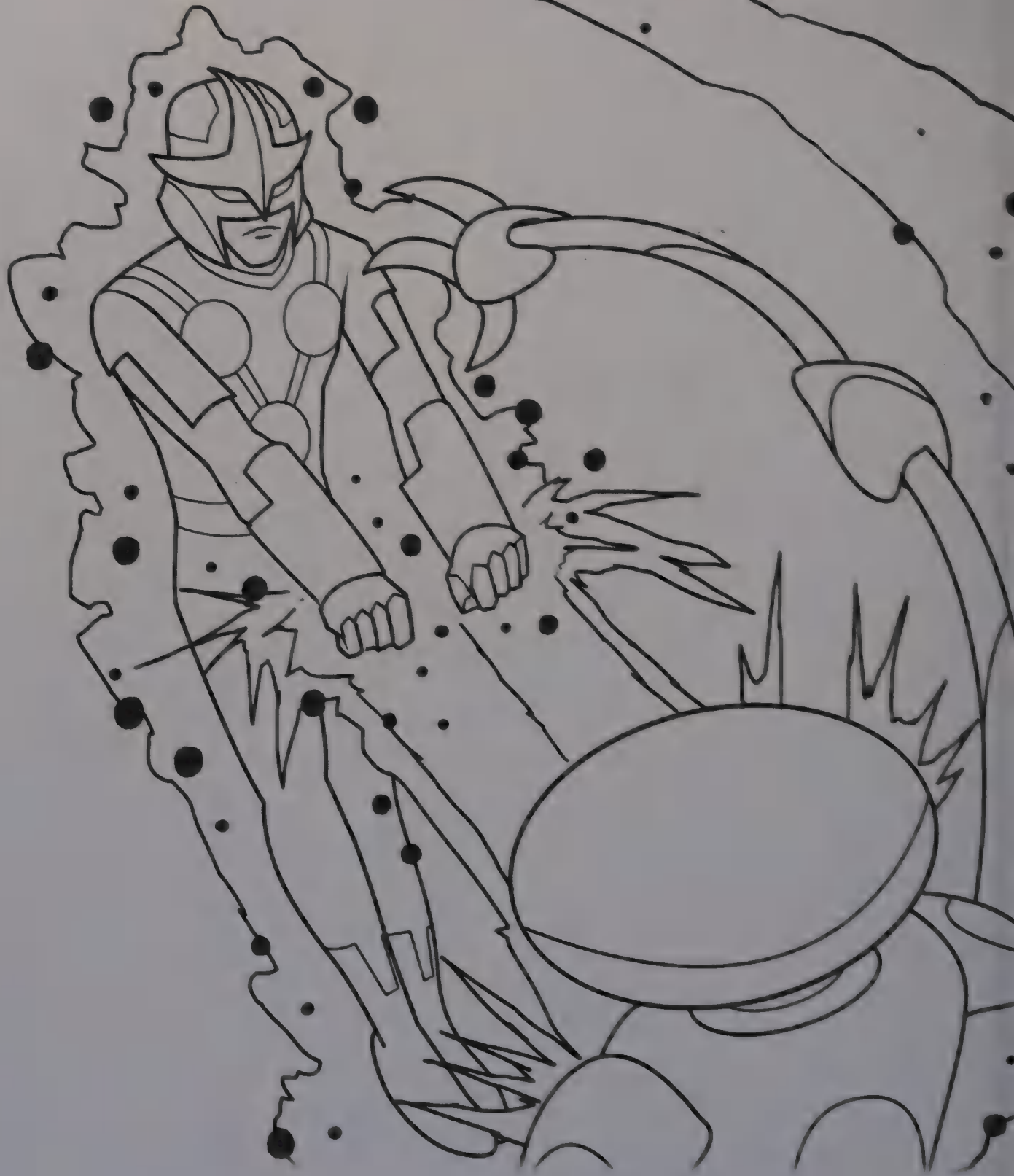
Power Man breaks a bot with ease.



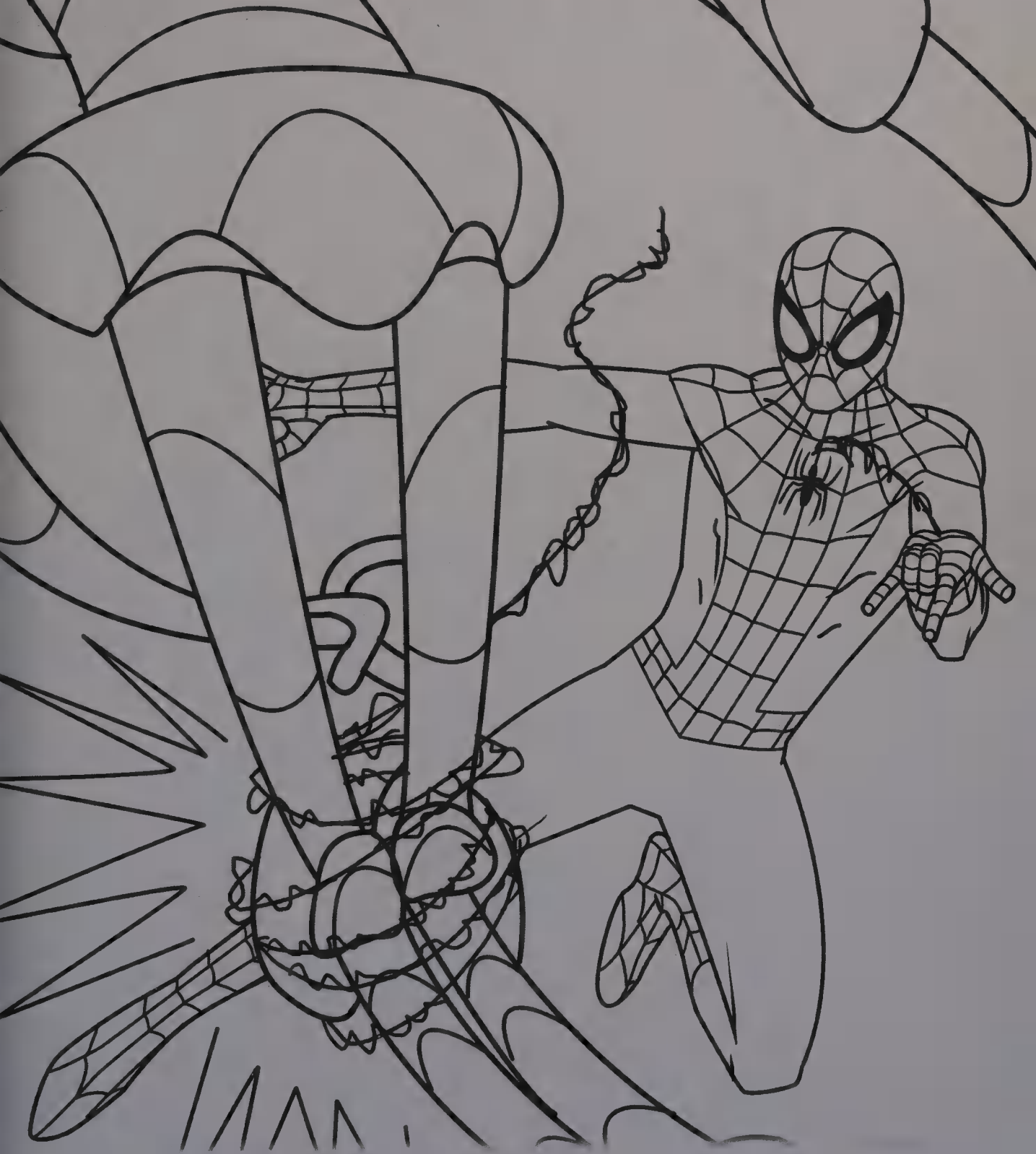
**Iron Fist channels his chi and lands
a high-powered kick!**



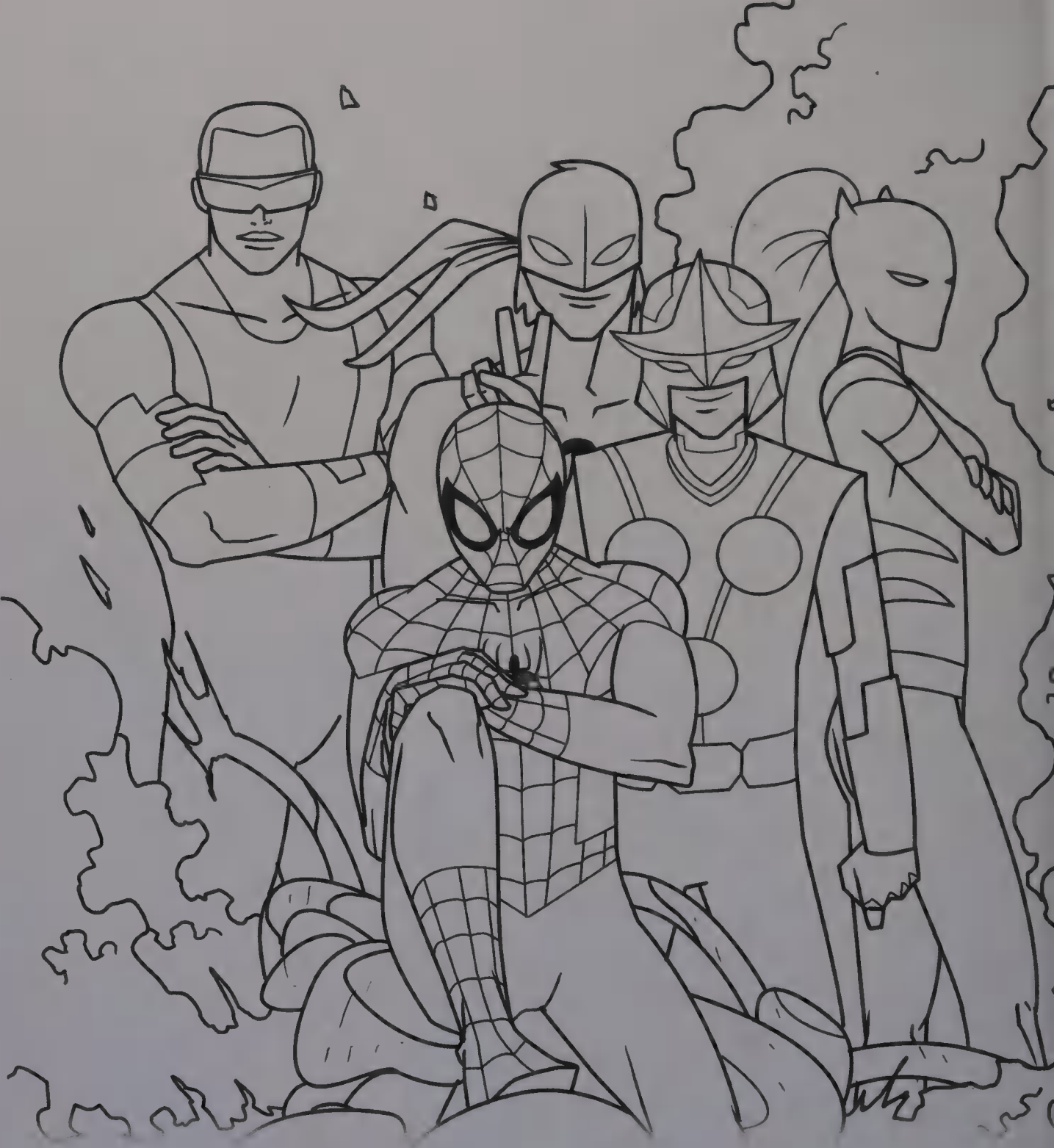
White Tiger splits this bot in two.



Nova fires blasts, electrocuting a robot!



**Spidey uses his webs to trap a bot. Looks like
this training session is all wrapped up!**



**The Team Heroes are always ready to protect
us from the evil in the world!**



**IT'S TIME FOR SOME
WALL-CRAWLING FUN WITH YOUR
FRIENDLY NEIGHBOURHOOD SPIDER-MAN.
GRAB YOUR FAVOURITE PENCILS AND
ADD SOME COLOUR TO THE WORLD
OF SPIDEY AND THE TEAM HEROES.**

CE

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MARVEL
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WEB-TASTIC ACTIVITIES





WEB-TASTIC ACTIVITIES



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SUPER SHADOWS

Draw lines from each hero to the matching shadow.



1



A



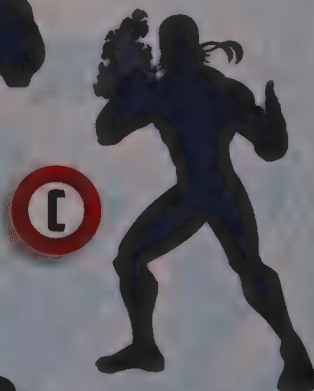
2



B



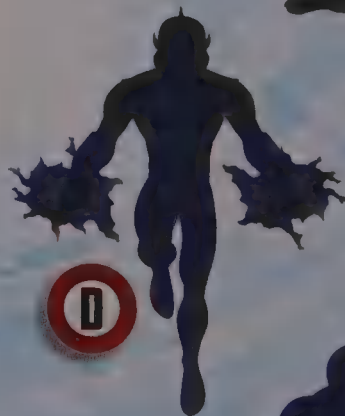
3



C



4



D



5



E

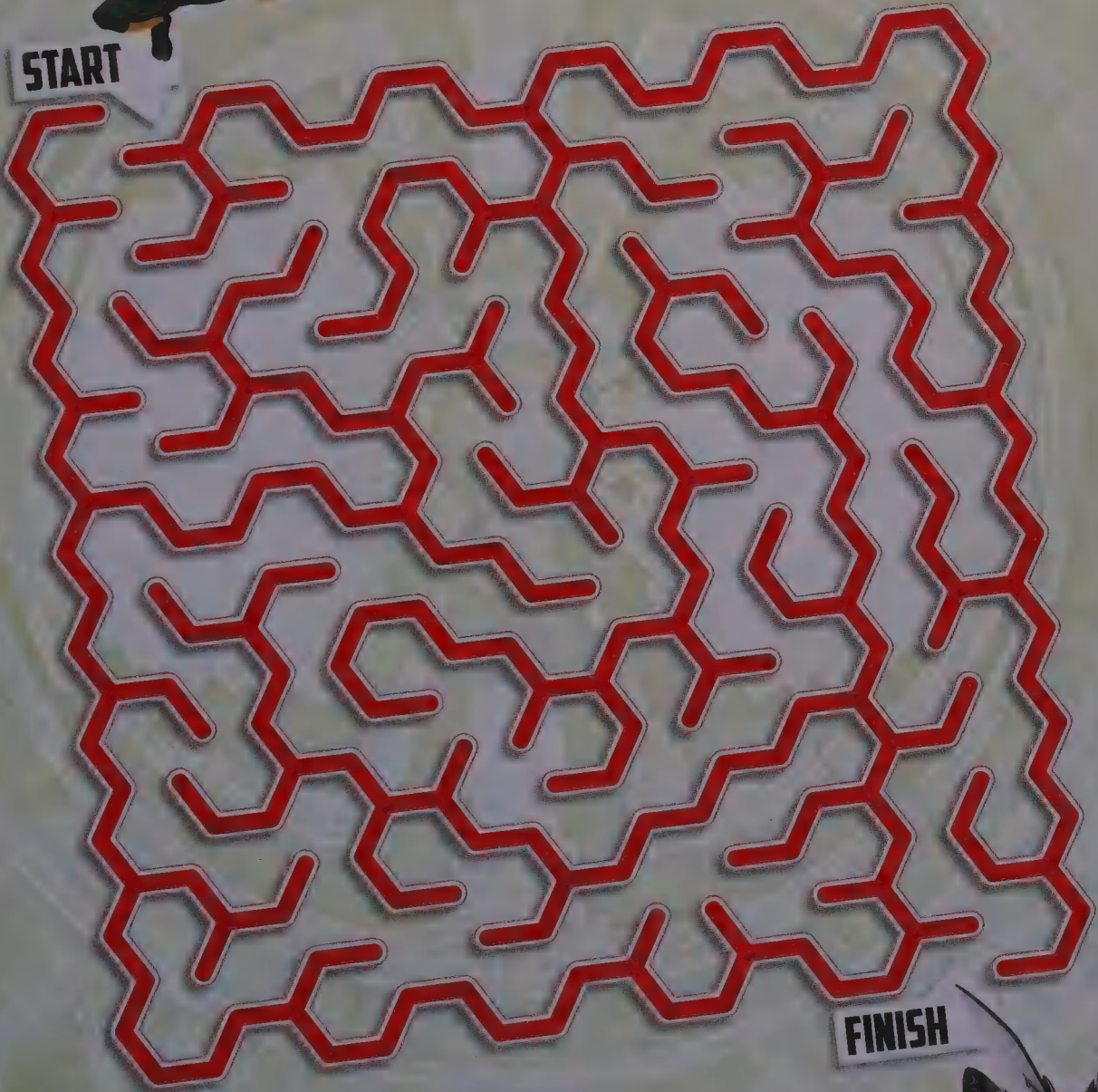
Answers on page 24

BUG MAZE

The Beetle is on the run, but Iron Fist is on his tail. Help the hero through the maze to catch up with the villain.



START



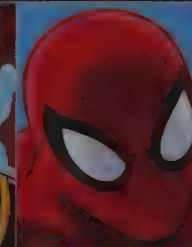
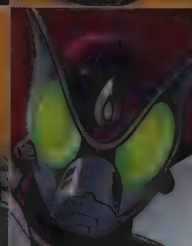
FINISH



Answer on page 24

STICKER SEQUENCES

Can you work out which awesome hero or wicked villain comes next in each sequence? Use your stickers to complete the rows.

A						
B						
C						
D						
E						

ON THE ATTACK!

Spider-Man, Nova and Power Man are after Doctor Octopus. Follow the trails to see which hero finds the evil mastermind first!

Reward
yourself with
a sticker!



Answer on page 24

TEAM COLOURS

After being bitten
by a radioactive spider,
high-school student Peter
Parker became Spider-Man!



RHINO RAMPAGE

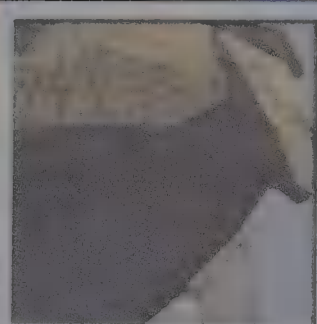
Uh-oh! Looks like someone let the Rhino out of his cage!
Join the dots to complete the picture, then add
a background.

START



ALSO KNOWN AS ...

Do you know the real identities of the Team Heroes?
Add the correct stickers to the page.



SAM ALEXANDER



DANNY RAND



LUKE CAGE

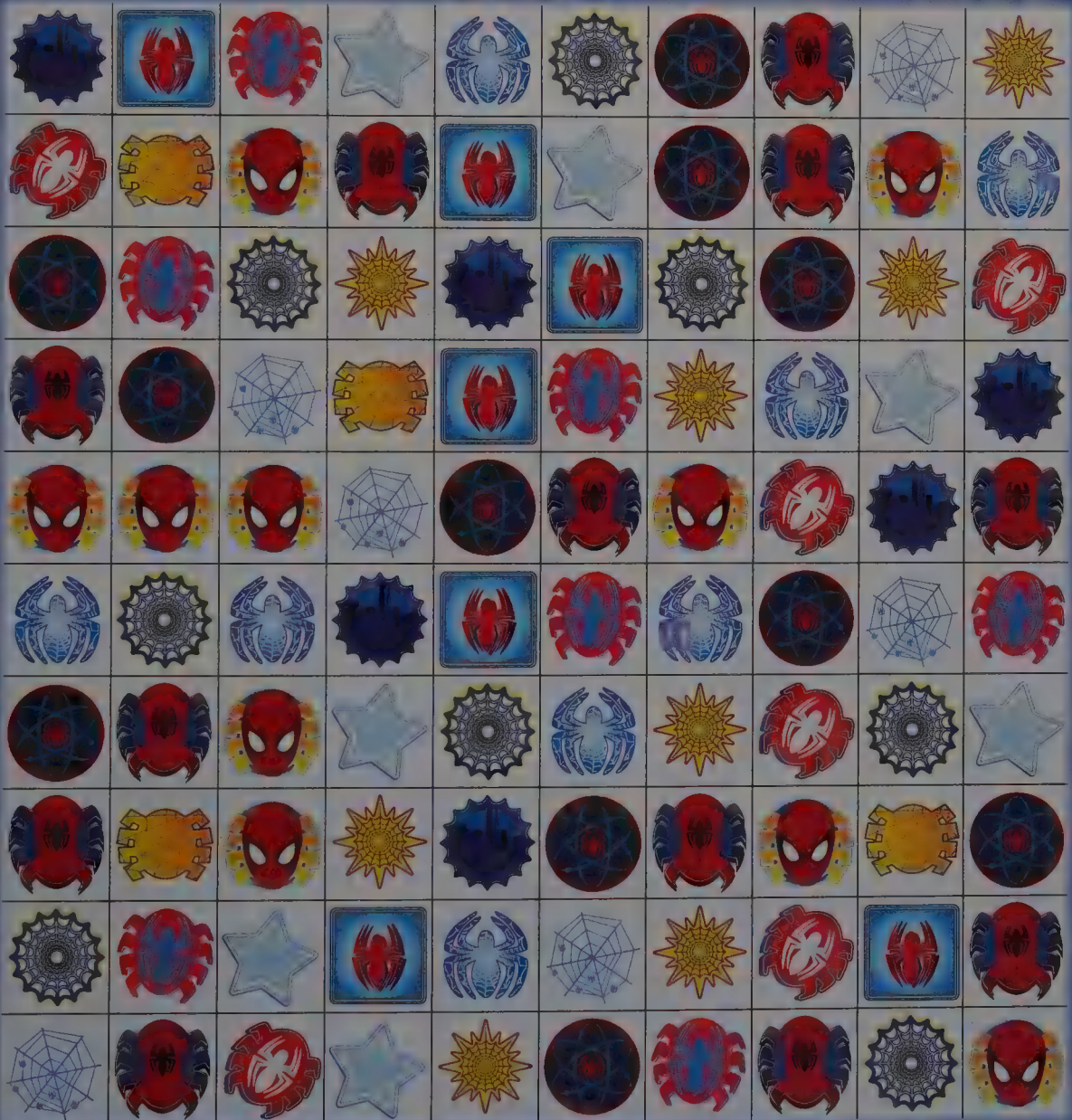


AVA AVALA



SEQUENCE SEARCH

How many times can you find this sequence of images in the grid? They **can** be found running both across and down.



Answer on page 24

SPIDER-MAN MATCH

Only two of these pictures of Spider-Man are the same. Can you find and circle the correct two?



A



B



C



D



E



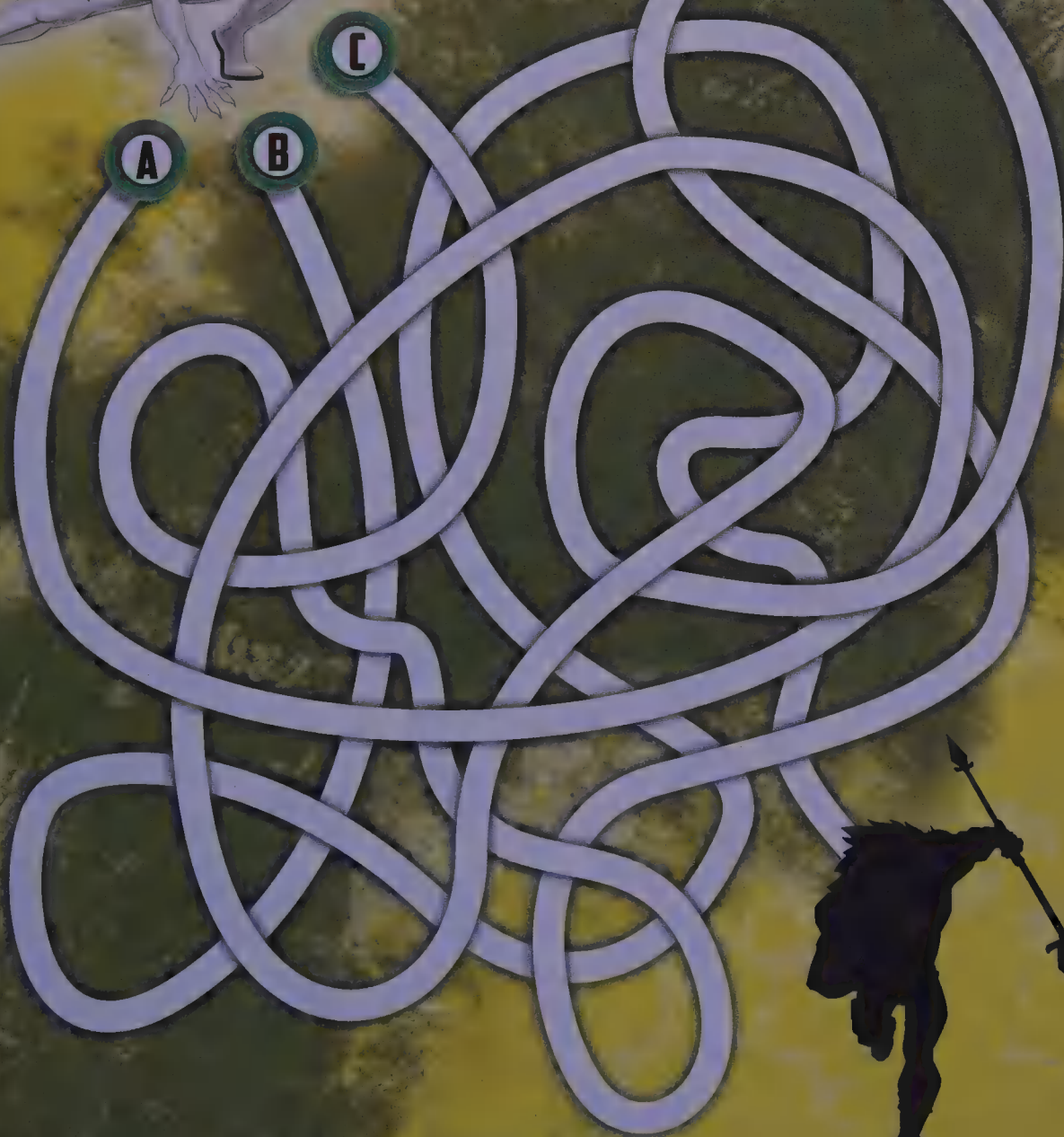
F

Reward
yourself with
a sticker!

Answers on page 24

THE HUNTER, HUNTED

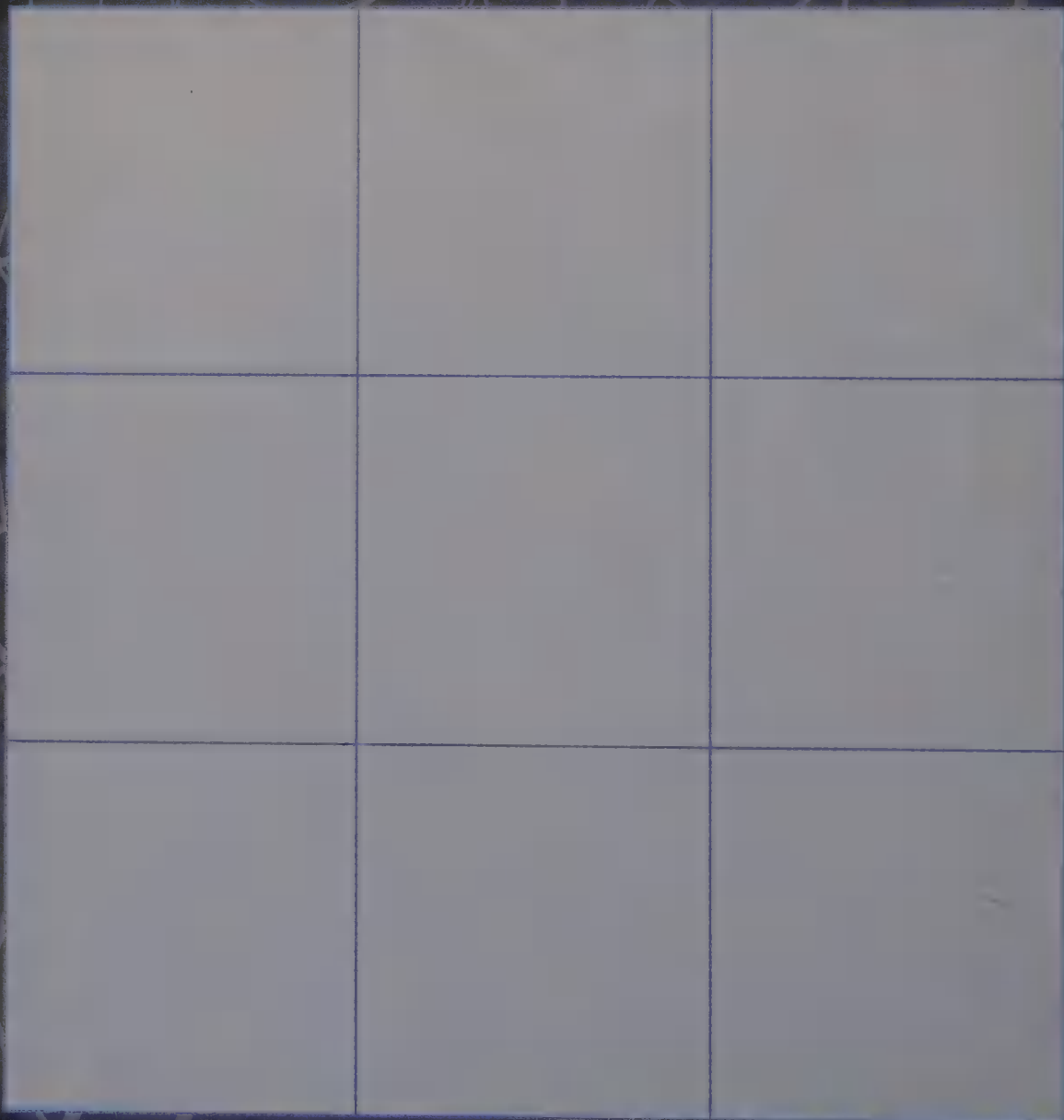
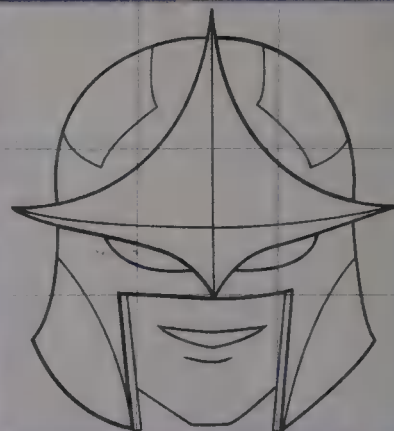
White Tiger is tracking her old nemesis, Kraven the Hunter. Which trail should she follow? Once you've found the correct path, place your villain sticker over his shadow.



Answer on page 24

DRAW NOVA

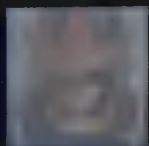
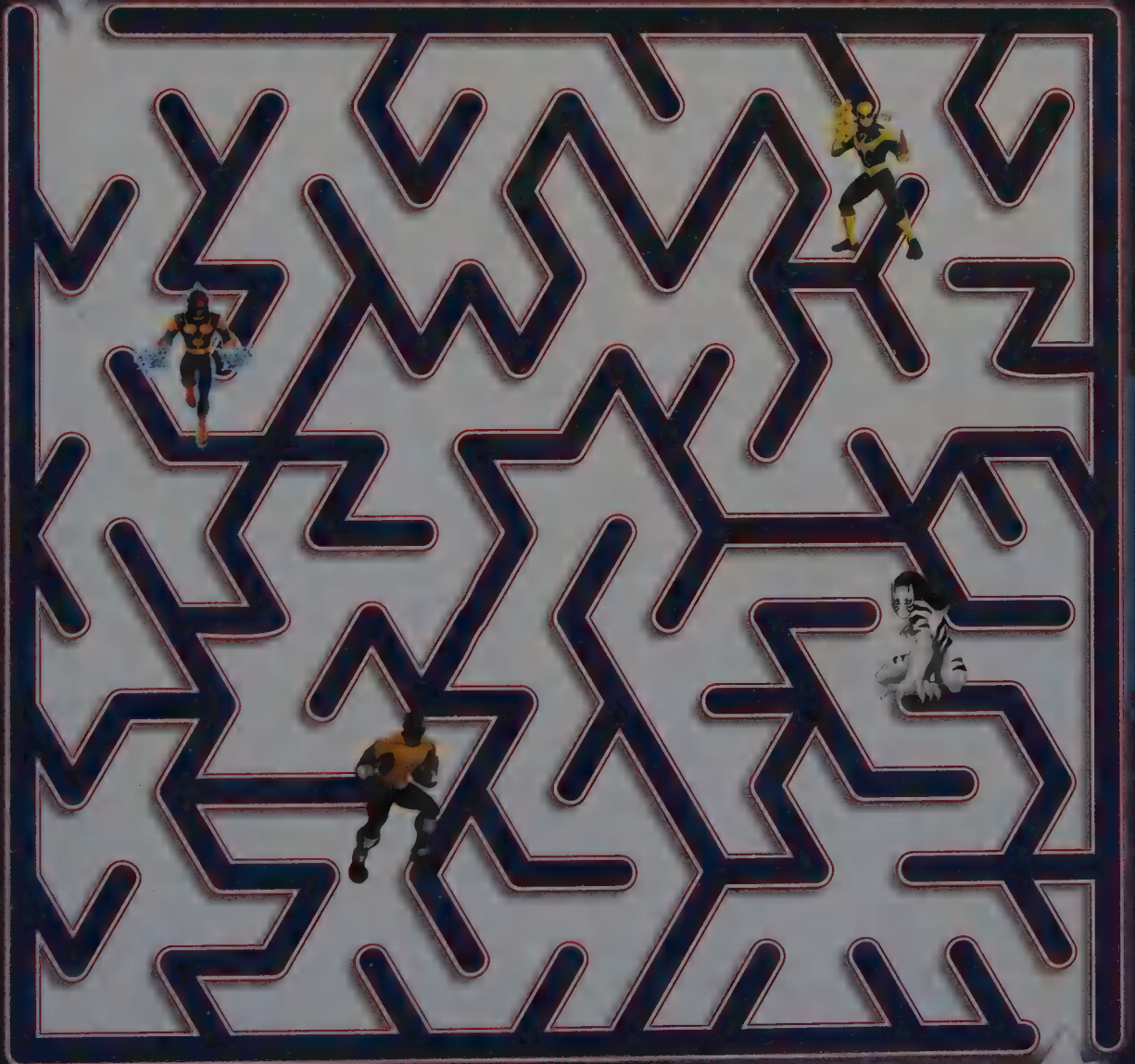
Copy this picture of Nova into the grid below. Then colour in his helmet so he's ready for battle!





START

Find a path through the maze to S.H.I.E.L.D. headquarters. As you pass each hero, add their sticker to the bottom of the page.



Answer on page 24

HEROIC DIFFERENCES

There are six differences between these two pictures.
Colour in a spider each time you spot a difference.



Reward
yourself with
a sticker!



Answers on page 24

ULTIMATE TECH

Spidey uses lots of technology to help him defeat the bad guys, but he could always use more! Design something new for the hero and then write about it below.

Name:

How does it work?:

What does it do?:

SECRET SPYING

Reward
yourself with
a sticker!

The Team Heroes work for one of the best spies in the world, so they had better be good at spying! There is an odd picture out in each row. Can you spot and circle it?

A



B



C



D

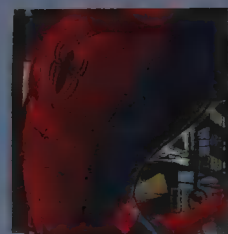
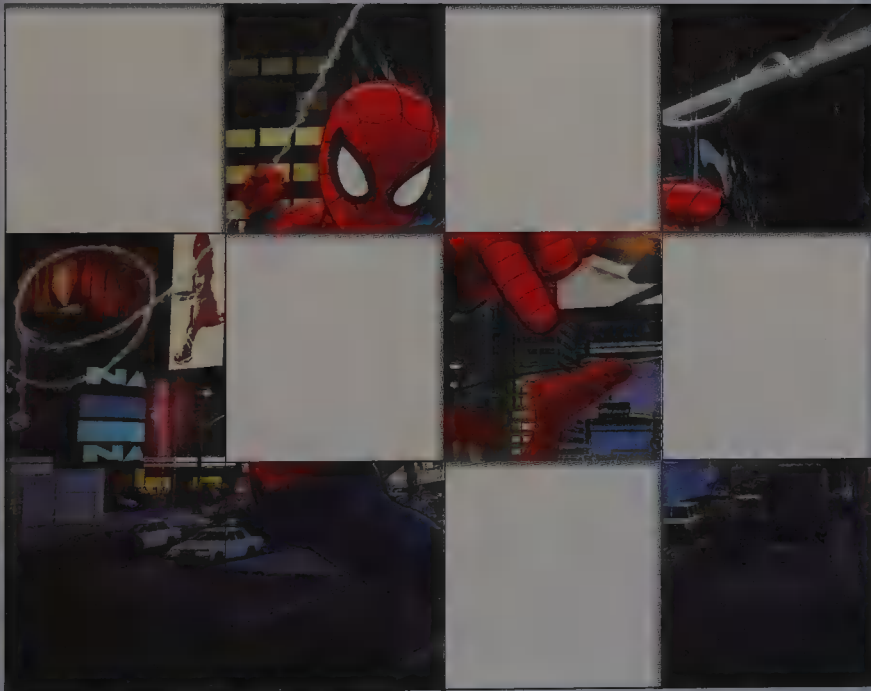
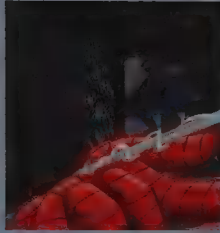


Answers on page 24

PICTURE PUZZLE



Draw lines from the missing pieces to where they belong in the picture.



LOOK AND FIND

How many spiders can you spot in this picture? Use your red 'X' stickers to mark each spider you find.





Avengers on page 34

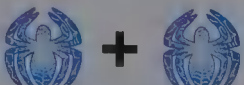
WORK IT OUT

Nick Fury is making Spider-Man and the Team Heroes study. Can you help them solve these problems? Write the correct numbers in the boxes.

A  +  =

B  + = 6

C +  -  = 5

D  + = 6

Reward
yourself with
a sticker!

POWERFUL PATH

Doctor Octopus has challenged Spider-Man! Using the key as your guide, lead Spider-Man to the battle.

KEY:

LEFT



RIGHT



UP



DOWN



START

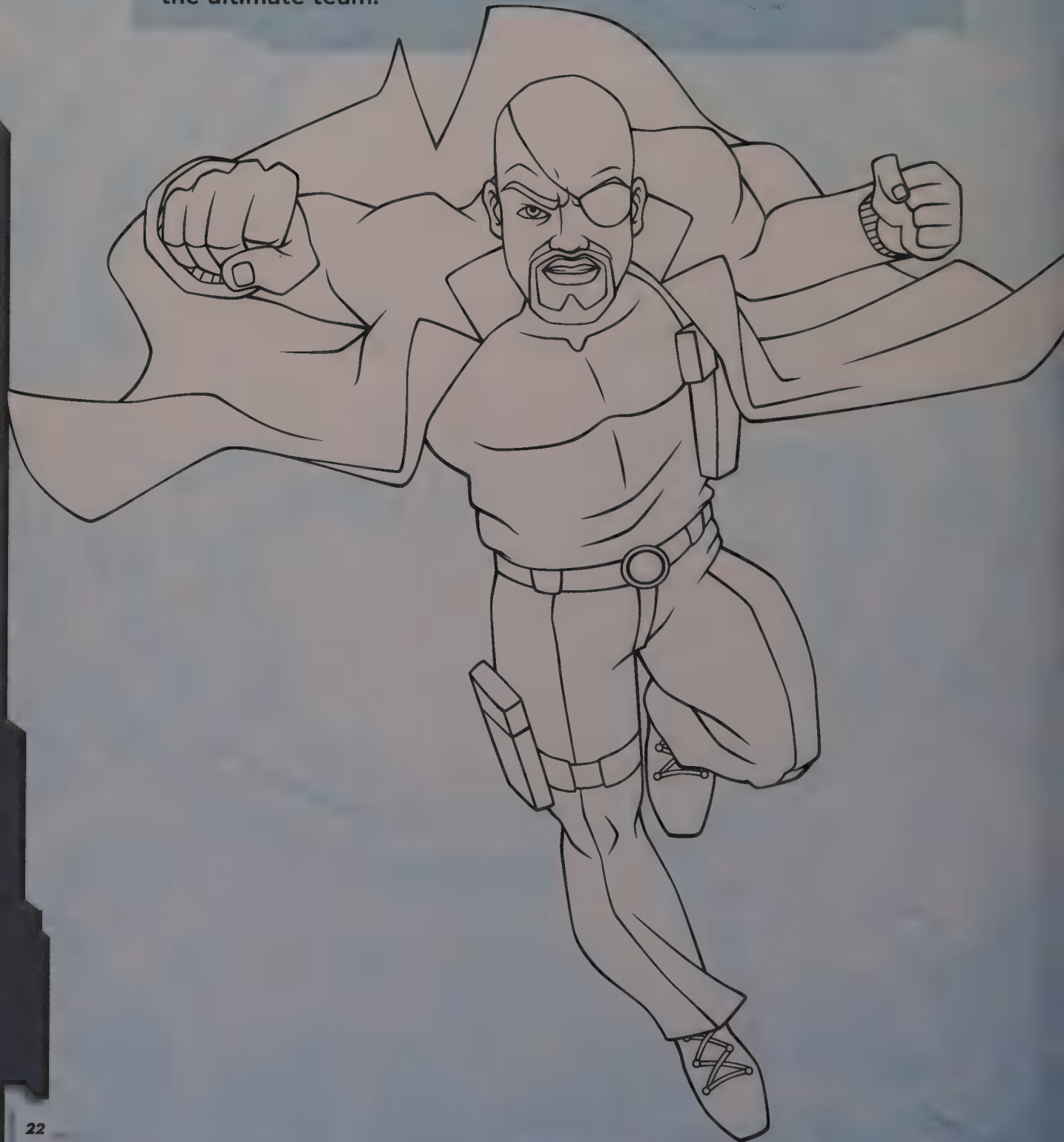


FINISH

Answer on page 24

TEAM COLOURS

Nick Fury brought Spider-Man and the other heroes together. Using S.H.I.E.L.D. resources, he is training them to become the ultimate team.



MIXED-UP MUGSHOTS

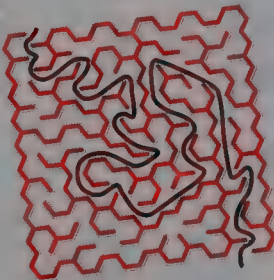
S.H.I.E.L.D. keeps photos of every villain it encounters, but someone has spilt something on these! Can you tell which villain appears in each of these photos? Add the correct stickers in the squares.



ANSWERS

Page 2 1E, 2D, 3C, 4A, 5B

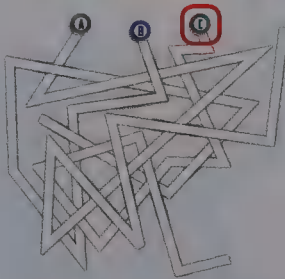
Page 3



Page 4



Page 5

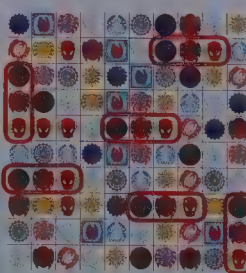


Page 8



Page 9

6 times

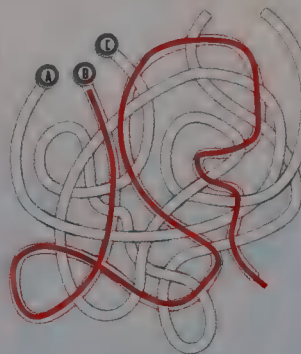


Page 10

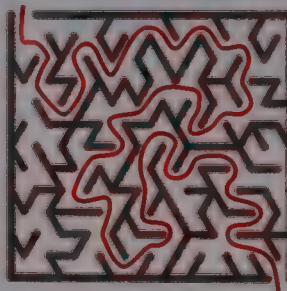
C & E



Page 11



Page 13



Page 14



Page 16



Page 17



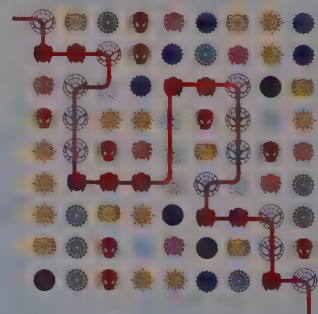
Page 18



Page 20

A - 9
B - 4
C - 3
D - 4

Page 21



Page 23





**JOIN SPIDER-MAN AND THE TEAM HEROES FOR
SOME WEB-SLINGING ADVENTURES!
SOLVE A CHALLENGE SET BY DOCTOR OCTOPUS,
DESIGN A NEW PIECE OF TECH FOR SPIDER-MAN,
THEN USE YOUR STICKERS TO GUIDE THE TEAM
HEROES TO S.H.I.E.L.D. HEADQUARTERS.**



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